

**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 10, 2026



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 each class	Trading Symbol(s)	Name of each 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	The Nasdaq Stock Market LLC
Depository Shares (each representing a 1/1000th interest in a share of 5.70% Series I Non-Cumulative, perpetual preferred stock)	HBANM	The Nasdaq Stock Market LLC
Depository Shares (each representing a 1/40th interest in a share of 6.875% Series J Non-Cumulative, perpetual preferred stock)	HBANL	The Nasdaq Stock Market LLC
Depository Shares (each representing a 1/1000th interest in a share of 5.50% Series L Non-Cumulative, perpetual preferred stock)	HBANZ	The Nasdaq Stock Market LLC
Common Stock—Par Value \$0.01 per Share	HBAN	The Nasdaq Stock Market LLC Nasdaq Texas, LLC

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 2026 RBC Global Financial Institutions Conference on Wednesday, March 11, 2026. Brant Standridge, President of Consumer and Regional Banking, and Zach Wasserman, Chief Financial 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 website at www.huntington-ir.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.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This communication may contain 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, estimates, and uncertainties that are beyond the control of Huntington. 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, continue, believe, intend, estimate, plan, trend, objective, 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 or historical performance: changes in general economic, political, regulatory, 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 Federal Deposit Insurance Corporation ("FDIC") special assessments, long-term debt requirements and heightened capital requirements; 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 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; market perceptions of us and banks generally, including from the effects of social media; cybersecurity risks; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Board of Governors of the Federal Reserve System ("Federal Reserve"); volatility and disruptions in global capital, foreign exchange, 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; introduction of new competitive products, such as stablecoins, and new competitors such as financial technology companies and other "nontraditional" bank competitors; 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 Securities and Exchange Commission ("SEC"), the Office of the Comptroller of the Currency, the Federal Reserve, the FDIC, the Consumer Financial Protection Bureau, and state-level regulators; the possibility that the anticipated benefits of recent or proposed acquisitions are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the companies or as a result of the strength of the economy and competitive factors in the areas where the companies do business; and other factors that may affect the future results of Huntington.

All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. 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 actual results, new information or future events, changes in assumptions or changes in circumstances or other factors affecting forward-looking statements 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. If Huntington updates one or more forward-looking statements, no inference should be drawn that Huntington will make additional updates with respect to those or other forward-looking statements. 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" of Huntington's Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the SEC and available on its website at www.sec.gov.

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 10, 2026

By:

/s/ Zachary Wasserman

Zachary Wasserman

Chief Financial Officer



2026 RBC Global Financial Institutions Conference

Welcome.

March 11, 2026

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Disclaimer

Caution Regarding Forward-Looking Statements

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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 financial supplement, conference call slides, or the Form 8-K related to this document, all of which can be found in the Investor Relations section of Huntington's website, <http://www.huntington.com>.

Key Messages

1 Differentiated super regional bank model with multiple growth engines

2 Focused execution generating powerful organic growth

3 Disciplined partner integration driving cost and revenue synergies

4 Powerful earnings enables accelerated capital returns and TBV growth

A proven flywheel compounding growth, earnings, and top-tier returns

Proud 160 year history. Accelerating into the future.

Vision

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

Super Regional Bank Positioned for Strong Secular Growth

Powerhouse
**Consumer and
Regional Banking**
Franchise in 21 States



Local delivery of
national capabilities
with deep customer
relationships

Growing **National
Commercial
Businesses**

Comprehensive suite of
value-added services

Leading with Advice &
Guidance

Delivering Award-winning
Customer Service

Supported by Top-Tier
Digital Capabilities

Demonstrated Robust Risk Management

Expanding National Commercial Banking Capabilities

Leading Scale¹

Loans
\$70B



47% of total

Deposits
\$51B



29% of total

FY25 Growth¹

ADB Loans:
+13%

ADB Deposits:
+18%

Commercial
Payment Revenues:
+15%

Client Relationships Served Nationally



Expertise

17 Specialty Verticals

Greenwich
2026 Awards

15 Best Bank Awards including Trust and Customer Service

Capstone 2025
Deal Awards

Strategic Deal of the Year, USA M&A Deal of the Year, Professional Services Deal of the Year

Full scope commercial bank with substantial growth momentum

Differentiated Local Delivery Model

National Commercial Capabilities



Consumer & SMB Banking Capabilities

Digital	Branch/ATM	Wealth
Card/Payments	Auto & RV/Marine	Mortgage
Treasury/Merchant	Insurance	SBA

Full scope of Capabilities Delivered Locally in 21 Regions



- ✓ Full scope of capabilities customized for local market
- ✓ Regional President and in-market leadership team with shared P&L accountability
- ✓ Aligned incentives drive coordination between national commercial and local bankers
- ✓ Embedded in local communities, with national scale and local decision-making

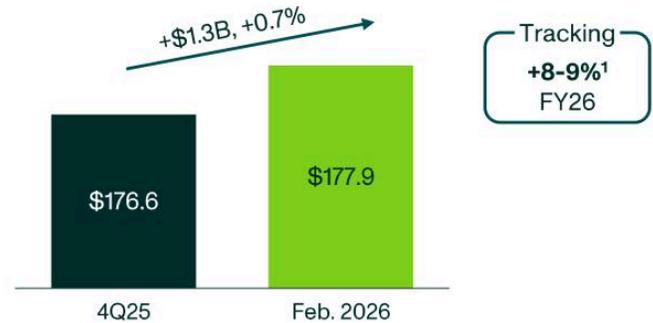
Aligning the whole bank to support customer goals in our local markets

Continued Momentum in the Core Business

Loan Balances (EOP) Excl. CADE



Deposit Balances (EOP) Excl. CADE



Focused Execution Driving Strong Outcomes

- Sustained growth in regional banking and middle market lending
- Expansion initiatives scaling, led by specialty banking verticals and new geographies
- Commercial auto and asset finance contributing to growth momentum
- Balanced deposit growth across consumer and commercial franchises
- Strong pipelines support outlook, providing visibility to FY26 growth expectations

Core momentum driven by continued customer acquisition and deepening of relationships

Integration is Progressing as Expected



Talent Retention and Colleague Decisions	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Legal Day 1	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Systems Conversions	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Cost Synergies	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ongoing Revenue Synergies	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Expense Synergies | On Track to Meet or Exceed Plan

Key Areas of Cost Savings

Colleague Decisioning

Single Technology Stack

Vendor Rationalization

Consolidated Operations

\$435M Run-rate by 2027

VBTX \$70M | Run-rate by 2Q26
CADE \$365M | Run-rate by 4Q26

- Early colleague decisioning and alignment supports retention and smooth integration execution
- Data mapping and pre-conversion work on track, major savings realized through conversion
- Redundant process contracts being cancelled
- Combined organizations reduce overlap and complexity, improving efficiencies

Disciplined execution delivers durable savings and supports earnings momentum

Revenue Synergies to Accelerate, Enhancing Future Profitability

Revenue Synergy Drivers

Full Franchise Capabilities & Scale

Deposit Deepening & Optimization

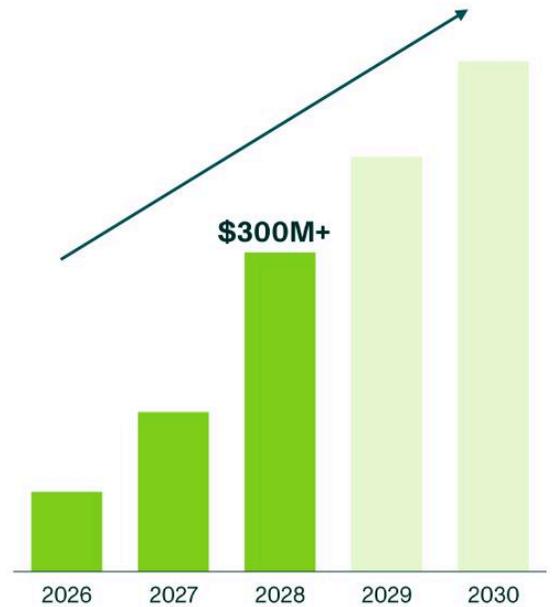
Digital Acquisition

Enterprise Growth Investments

>\$500M cumulative over 3 years

\$300M+ | Run-rate by 2028

Revenue Synergy Trajectory



Synergies drive long-term value creation

1Q26 Performance on Track with FY26 Guidance

**FY26 Guidance Unchanged
from February 2026**

Standalone +CADE

Net Interest income	✓ +10-13%	+~\$1,775-1,825	✓
Noninterest Income	✓ +13-16%	+~\$300	✓
Core Expenses	✓ +10-11%	+~\$1,100	✓

**500-600bps
FY26 Operating
Leverage**

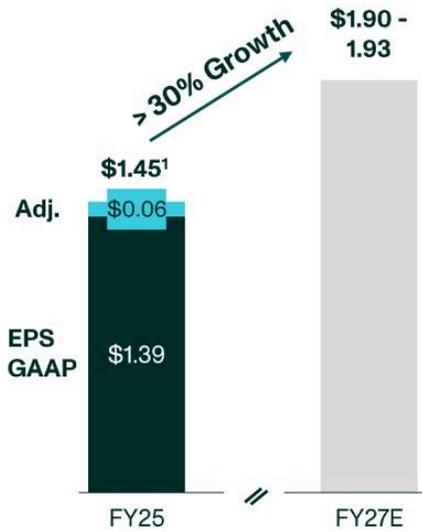
**4Q26 Exit Run-rate
Efficiency Ratio
~56% / Adj. <55%**

**Average Shares¹
FY26 | 2,000
1Q26 | 1,895**

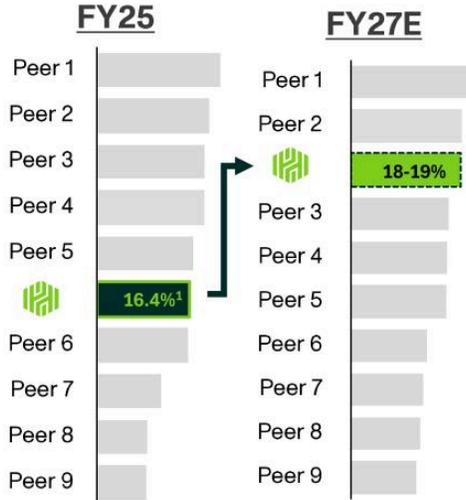
Clear glide path to \$1.90 – \$1.93 EPS in 2027

Model Drives Meaningful Shareholder Value Creation

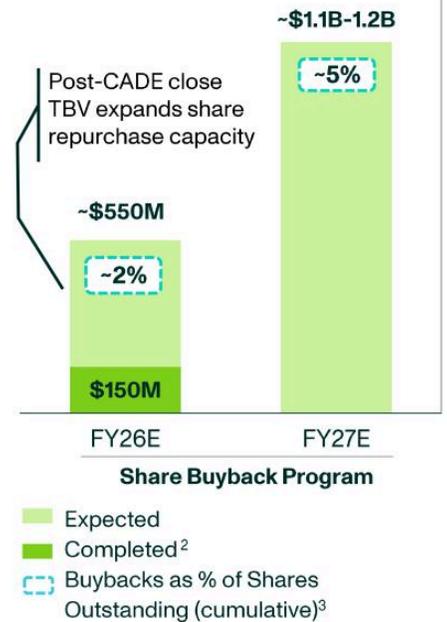
Robust Earnings Growth



Top Quartile ROTCE



Significant Capital Return

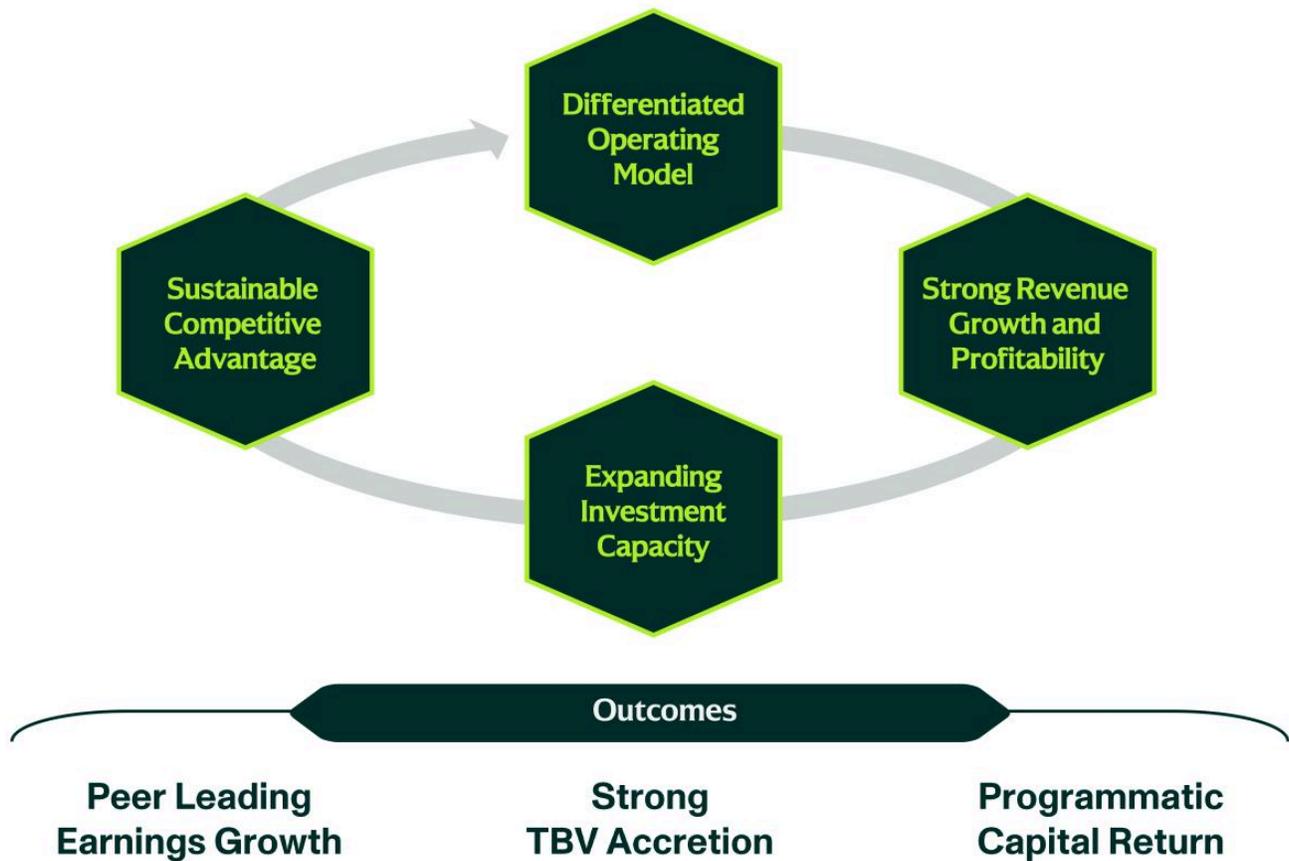


Powerful earnings growth drives top tier returns and increasing share repurchases



Note: 1 Non-GAAP Measure, see reconciliations on slides 17 (EPS) and 18 (ROTCE); 2 As of 03/06/2026, volume weighted-average share price of \$16.74; 3 Based on internal share price and share count assumptions. 2026 RBC Financials Conference 12

Flywheel for Value Creation Driving Top Tier Returns



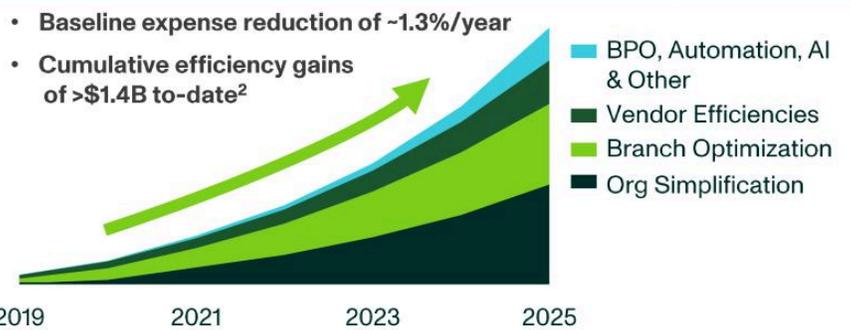
Appendix

Expanding Revenues and Reengineering Costs

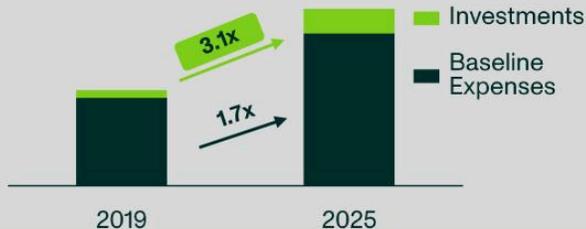
Strong Revenue Growth...



... And Systematic Re-Engineering of Baseline Expenses...



...Create Investment Capacity that Drive Sustainable Competitive Advantage



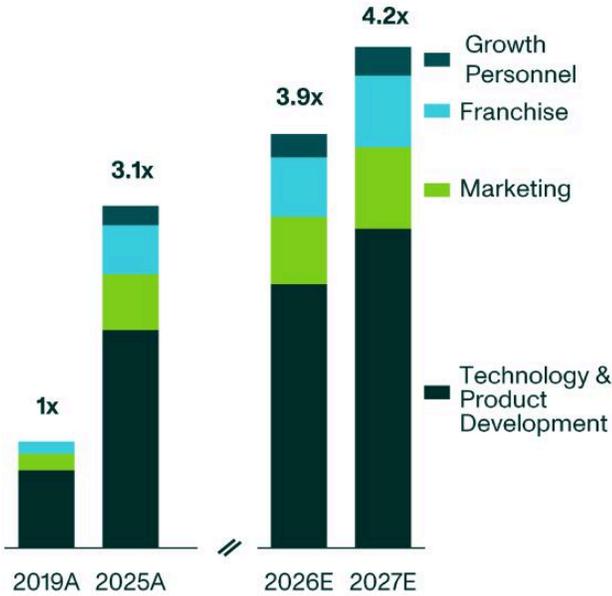
Re-engineering of baseline expense has created over 500bps of efficiency

- ~350bps to incremental investments
- ~150bps to EPS

Investment / Revenue Ratio 4.7% 8.2% Incremental Investment Plowback: ~350bps

Significant Growth in High-Return Investments

Categories of Investment



Revenue Focused Investment Areas



Powering sustainable long-term earnings growth

Non-GAAP Reconciliation

Pre-Provision Net Revenue (PPNR), Earnings Per Share (EPS)

<i>(\$ in millions)</i>		FY25
Total revenue (GAAP)		\$8,166
FTE adjustment		65
Total revenue (FTE)	A	8,231
Less: Gain on sale of a portion of corporate trust and custody business		24
Less: Net gain / (loss) on securities		(58)
Less: Impact of CRTs		(13)
Total Revenue (FTE), excluding net gain/(loss) on securities, CRTs, and notable items	B	8,278
Noninterest expense	C	5,015
Notable Items:		
Less: FDIC Deposit Insurance Fund (DIF) special assessment		(30)
Less: Staffing efficiencies and corporate real estate consolidation expense		6
Less: Acquisition-related expenses		168
Noninterest expense, excluding Notable Items	D	4,871
Pre-provision net revenue (PPNR)	(A-C)	\$3,216
PPNR, adjusted	(B-D)	\$3,407
<i>EPS (\$ in millions, except per share amounts)</i>		FY25
Earnings Per Share (GAAP), diluted		\$1.39
Add: Notable Items, after-tax	\$91	0.06
Adjusted Earnings Per Share (Non-GAAP)		\$1.45

Non-GAAP Reconciliation

Average Tangible Common Equity, ROTCE

<i>(\$ in millions)</i>		FY25
Average common shareholders' equity		\$19,241
Less: intangible assets and goodwill		5,740
Add: net tax effect of intangible assets		19
Average tangible common shareholders' equity	A	\$13,520
Net income available to common		\$2,087
Add: amortization of intangibles		46
Add: deferred tax		(10)
Adjusted net income available to common	B	\$2,123
Return on average tangible common shareholders' equity	B/A	15.7%
<i>(\$ in millions)</i>		FY25
Adjusted net income available to common (annualized)	B	\$2,123
Return on average tangible shareholders' equity		15.7%
Add: Notable Items, after tax	C	91
Adjusted net income available to common	D	\$2,214
Adjusted return on average tangible common shareholders' equity	D/A	16.4%

