

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)



Filed by the Registrant



Filed by a Party other than the Registrant

Check the appropriate box:

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for Use of the Commission Only (as permitted by Rule 14A-6(E)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material under §240.14a-12

Huntington Bancshares Incorporated



(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



ANNUAL MEETING NOTICE

Important Notice Regarding the Availability of Proxy Materials for the Huntington Bancshares Incorporated Annual Meeting of Shareholders to Be Held on April 17, 2024

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The 2023 Annual Report and 2024 Proxy Statement are available at envisionreports.com/HBAN.

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the Annual Meeting are available on the Internet. The items to be voted on and location of the meeting are on the reverse side.

If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request by using one of the methods listed on the reverse side 10 days prior to the meeting to facilitate timely delivery.



To access the virtual meeting, you must have the login details in the white circle located above.

YOUR VOTE IS IMPORTANT

Meeting details are listed on the reverse side. All votes must be received by the end of the meeting.

TO VOTE ONLINE AND ACCESS THE MEETING DOCUMENTS

Scan the QR code or go to envisionreports.com/HBAN to vote your shares



ATTEND

the meeting on April 17, 2024, at 2:00 p.m. (Eastern Time).



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MEETING DETAILS

The Annual Meeting of Shareholders of Huntington Bancshares Incorporated will be held on April 17, 2024, at 2:00 p.m. (Eastern Time), virtually at meetnow.global/MWWP7JU.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL THE NOMINEES LISTED:

- | | | | |
|-------------------------------|--------------------------|------------------------------|----------------------------|
| 1. Election of Directors: | | | |
| 01 - Alanna Y. Cotton | 02 - Ann B. Crane | 03 - Rafael A. Diaz-Granados | 04 - Gina D. France |
| 05 - J. Michael Hochschwender | 06 - John C. Inglis | 07 - Richard H. King | 08 - Katherine M. A. Kline |
| 09 - Richard W. Neu | 10 - Kenneth J. Phelan | 11 - David L. Porteous | 12 - Teresa H. Shea |
| 13 - Roger J. Sit | 14 - Stephen D. Steinour | 15 - Jeffrey L. Tate | 16 - Gary Torgow |

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 2 THROUGH 4:

2. An advisory resolution to approve, on a non-binding basis, the compensation of executives as disclosed in the accompanying proxy statement.
3. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2024.
4. Approval of the Huntington Bancshares Incorporated 2024 Long-Term Incentive Plan.
5. Any other business that properly comes before the meeting.

PLEASE NOTE: YOU CANNOT VOTE BY RETURNING THIS NOTICE

To vote shares you must go online or request a paper copy of the proxy materials to receive a proxy card.

ORDER MATERIALS

Please make your materials request by using one of the methods listed below. You will need the number located in the box on the reverse side.

REQUEST VIA:

- | | |
|-----------------|--|
| Internet | Visit envisionreports.com/HBAN |
| Phone | Call 1-866-641-4276 |
| Email | Send an email to investorvote@computershare.com and include: <ul style="list-style-type: none">• "Proxy Materials Huntington Bancshares Incorporated" in the subject line• Your full name and address• The number located in the box on the reverse side• Statement that you want a paper copy of the meeting materials |

PLEASE REVIEW THE MEETING MATERIALS

Read through what's new this year, company updates, and other initiatives at envisionreports.com/HBAN.

