

Huntington Bancshares Incorporated




HBAN NASDAQ

Banks

Market Capitalization USD:

\$4,148.96 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Stephen D. Steinour

Age: 53

CEO Since: 2009

	2009	2010	2011
Base Salary	\$965,909	\$3,000,000	\$1,000,000
Discretionary Bonus	\$550,000	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$814,000
Benefits and Perquisites	\$96,772	\$218,356	\$223,685
TOTAL ANNUAL COMPENSATION	\$1,612,681	\$3,218,356	\$2,037,685
Increase in Post-Retirement Benefits	\$0	\$214,120	\$158,026
Stock Option Awards	\$1,681,000	\$0	\$2,974,999
Stock Awards	\$1,594,165	\$1,499,996	\$1,275,000
TOTAL COMPENSATION	\$1,968,566	\$4,932,472	\$6,445,710
Median of Other Named Executive Officers Total Compensation	\$730,315	\$1,581,111	\$2,165,438
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$2,241,519
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$2,241,519

Proxy Date: 8 Mar 2012

Annual Meeting Date: 19 Apr 2012

Equity Reserves: 9.90%

Stock Option Run Rate: 1.26%

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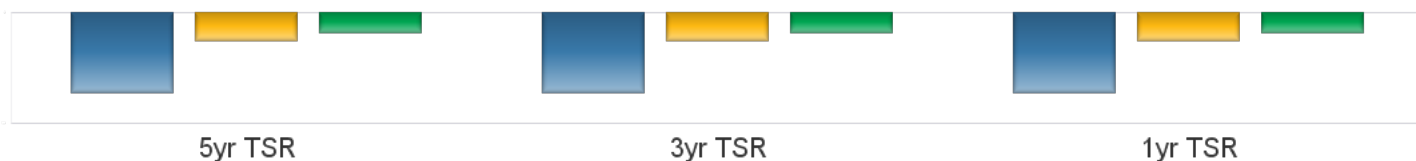
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ HBAN



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HBAN	Huntington Bancshares Incorporated	\$1,968,566	\$4,932,472	\$6,445,710	\$4,148,957,126
STI	SunTrust Banks, Inc.	\$7,672,822	\$10,270,524	\$9,273,010	\$9,637,475,013
FITB	Fifth Third Bancorp	\$5,215,692	\$4,821,613	\$7,238,199	\$9,269,640,882
MTB	M&T Bank Corporation	\$2,937,103	\$2,547,590	\$2,939,914	\$8,779,434,827
CIT	CIT Group Inc.	\$1,991,145	\$6,689,145		\$6,092,593,182
KEY	KeyCorp	\$8,152,386	\$7,087,746		\$5,650,454,955
NYB	New York Community Bancorp, Inc.	\$4,941,133	\$5,600,683		\$5,205,377,313

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Primary Peers: Associated Banc-Corp., BB&T Corporation, BOK Financial Corporation, Comerica Incorporated, First Horizon National Corporation, First Niagara, M&T Bank Corporation, Synovus Financial Corp., Zions Bancorporation, Regions Financial Corporation, Fifth Third Bancorp., KeyCorp.

Reference Peers: PNC Financial Services Group, Inc., SunTrust Banks, Inc., US Bancorp.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John B. Gerlach	Chairman	57	Male	13	Outside Related
David L. Porteous	Member	59	Male	9	Outside
Don M. Casto	Member	67	Male	27	Outside Related
Kathleen H. Ransier	Member	64	Female	9	Outside

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