

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2017 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☒ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1952</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>11/01/1952</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>11/01/1952</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FIRSTMERIT CORPORATION</u> <u>FIRSTMERIT CORPORATION</u> <u>106 SOUTH MAIN STREET, 6TH FLOOR</u> <u>AKRON, OH 44308-1444</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1339938</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>330-384-7060</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>522110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1339938</u>	2c Plan Sponsor's telephone number <u>330-384-7060</u>	2d Business code (see instructions) <u>522110</u>	
2b Employer Identification Number (EIN) <u>34-1339938</u>					
2c Plan Sponsor's telephone number <u>330-384-7060</u>					
2d Business code (see instructions) <u>522110</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2018	TASIA MCINTYRE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2017)
v. 170203

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 2047
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 1138
a(2) Total number of active participants at the end of the plan year	6a(2) 0
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits	6c 0
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ 0 **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **Round off amounts to nearest dollar.**
▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FIRSTMERIT CORPORATION</u>	D Employer Identification Number (EIN) <u>34-1339938</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2017</u>	
2 Assets:	
a Market value	2a <u>95483452</u>
b Actuarial value	2b <u>99459284</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>22</u> (2) Vested Funding Target <u>1878141</u> (3) Total Funding Target <u>1878141</u>
b For terminated vested participants	<u>898</u> <u>26672973</u> <u>26672973</u>
c For active participants	<u>1138</u> <u>53266060</u> <u>54459261</u>
d Total	<u>2058</u> <u>81817174</u> <u>83010375</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.03 %</u>
6 Target normal cost	6 <u>920000</u>

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	
<u>RACHEL A. BATTAH</u>	<u>10/08/2018</u>
Signature of actuary	Date
<u>MERCER</u>	<u>17-06672</u>
Type or print name of actuary	Most recent enrollment number
<u>325 JOHN H. MCCONNELL BLVD. STE 350 COLUMBUS, OH 43215-7644</u>	<u>614-227-5500</u>
Firm name	Telephone number (including area code)
<u></u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	12670635	1661
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	12670635	1661
10 Interest on line 9 using prior year's actual return of <u>7.32</u> %	927490	122
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.09</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	13598125	1783

Part III Funding Percentages

14 Funding target attainment percentage	14	103.43%
15 Adjusted funding target attainment percentage	15	107.72%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	127.52%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age.....				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	31a	920000
b Excess assets, if applicable, but not greater than line 31a	31b	920000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	0
	Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement.....		0
36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years.....	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:		
a Schedule elected	☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2017
		This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning **01/01/2017** and ending **12/31/2017**

A Name of plan PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FIRSTMERIT CORPORATION	D Employer Identification Number (EIN) 34-1339938

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
BLACKROCK FUND ADVISORS	400 HOWARD STREET SAN FRANCISCO, CA 94105

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
DODGE & COX	555 CALIFORNIA STREET, 40TH FLOOR SAN FRANCISCO, CA 94104

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
FEDERATED INVESTORS	1001 LIBERTY AVENUE PITTSBURGH, PA 15222

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
TEMPLETON GLOBAL FUND	

94-2293622

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD GROUP INC

23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NGAM DISTRIBUTION, L.P.

399 BOYLSTON STREET
BOSTON, MA 02116

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 11 17 27 34	NONE	207783	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

AON CONSULTNG

23-2293237

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	108957	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PRIVATE BANK/GLOBAL BRIDGE

41-1946302

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	76881	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PORTER WRIGHT MORRIS & ARTHUR, LLP

31-4373657

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	6967	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	DAVID A. HENDERSON	b EIN:	36-2235791
c Position:	ENROLLED ACTUARY		
d Address:	5005 ROCKSIDE ROAD, SUITE 1000 INDEPENDENCE, OH 44131	e Telephone:	216-525-5367

Explanation: FIRSTMERIT WAS ACQUIRED BY HUNTINGTON BANCSHARES INCORPORATED IN 2016, AND ACTUARIAL SERVICES WERE COMBINED WITH HUNTINGTON'S SERVICE PROVIDER.

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>		
A Name of plan <u>PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIRSTMERIT CORPORATION</u>	D Employer Identification Number (EIN) <u>34-1339938</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	228300	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5429748	0
	(2) U.S. Government securities.....	1c(2)	9221446	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)	5332201	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	36734486	0
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	38624453	0
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	95570634 0
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	8574 0
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	8574 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	95562060 0

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	
	(B) Participants	2a(1)(B)	
	(C) Others (including rollovers)	2a(1)(C)	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	0
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	61093
	(B) U.S. Government securities	2b(1)(B)	622003
	(C) Corporate debt instruments	2b(1)(C)	56864
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	28404
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	768364
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	641837
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	725474
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	1367311
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	165155055
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	163997848
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	1157207
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	4542033
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	4542033

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		897107
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		8732022

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	11054631	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		11054631
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	778560	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	89926	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		868486
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11923117

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3191095
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		92370965

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BDO USA, LLP

(2) EIN: 13-5381590

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
HUNTINGTON BANCSHARES RETIREMENT PLAN	31-0724920	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4116842. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection.
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
A Name of plan PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FIRSTMERIT CORPORATION		D Employer Identification Number (EIN) 34-1339938
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 23-3060382 31-6243960		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 78
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month Day Year If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☒ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2017 v. 170203		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 56.1% Investment-Grade Debt: 39.3% High-Yield Debt: 1.6% Real Estate: 0.0% Other: 3.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



Pension Plan for Employees of FirstMerit Corporation and Affiliates

Employer ID No.: 34-6509674
Plan No.: 001

Financial Statements as of and for the
Years Ended December 31, 2017 and 2016,
Supplemental Schedule for the
Year Ended December 31, 2017, and
Report of Independent Auditors

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



Independent Auditor's Report

To the Plan Administrator of the
Pension Plan for Employees of FirstMerit Corporation and Affiliates
Columbus, Ohio

We have audited the accompanying financial statements of the Pension Plan for Employees of the FirstMerit Corporation and Affiliates (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2017 and 2016, and the changes in its financial status for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Reportable Transactions for the year ended December 31, 2017 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

BDO USA, LLP

Cleveland, Ohio
September 14, 2018

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2017 AND 2016

	2017	2016
ASSETS:		
Investments - at fair value:		
Money market mutual fund	\$ —	\$ 5,429,748
Mutual funds	—	38,624,453
Corporate obligations	—	5,332,201
United States government securities	—	6,433,061
United States government agency issues	—	2,788,385
Common stock	—	36,734,486
Total investments	—	95,342,334
Accrued investment income	—	228,300
Total assets	—	95,570,634
LIABILITIES:		
Accounts payable and other liabilities	—	8,574
Total liabilities	—	8,574
NET ASSETS AVAILABLE FOR BENEFITS	\$ —	\$ 95,562,060

See accompanying notes to the financial statements.

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

	2017	2016
ADDITIONS:		
Dividends	\$ 1,367,311	\$ 5,458,557
Net appreciation in fair value of investments	6,596,347	10,034,403
Interest	768,364	765,850
Total additions	8,732,022	16,258,810
Employer contributions	—	35,000,000
Total additions	8,732,022	51,258,810
DEDUCTIONS:		
Benefits paid directly to participants	11,054,631	61,978,994
Third party settlements	—	130,053,084
Administrative expenses	868,486	902,008
Total deductions	11,923,117	192,934,086
DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(3,191,095)	(141,675,276)
NET ASSETS AVAILABLE FOR BENEFITS:		
Net assets transferred to qualified plan	(92,370,965)	—
Beginning of year	95,562,060	237,237,336
End of year	\$ —	\$ 95,562,060

See accompanying notes to the financial statements.

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

1. Description of the Plan

The following description of the Pension Plan for Employees of FirstMerit Corporation and Affiliates (the Plan) provides only general information. Participants should refer to the Plan document and summary plan description for a more complete description of the Plan's provisions.

General

The Plan was a defined benefit pension plan sponsored by FirstMerit Corporation (the Sponsor). It was subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Effective January 1, 2007, the Sponsor closed the Plan to new participants. Fully vested participants in the Plan as of December 31, 2006 continued to be participants in the Plan. Any participant who was not fully vested in the Plan at December 31, 2006 became a participant in the FirstMerit Corporation and Affiliates Employees' Salary Savings Retirement Plan.

Effective December 31, 2012, the Plan was frozen resulting in no benefits accruing after December 31, 2012. Participants will have an accrued benefit which will be paid upon retirement, unless otherwise elected. These Plan changes were reflected in the accumulated plan benefit obligation as of December 31, 2012.

As of the close of business December 31, 2013, the prior Citizens Republic Bancorp Cash Balance Pension Plan for Employees (the Citizens Pension Plan) was merged with the Plan. The Citizens Pension Plan ceased to exist after December 31, 2013. The assets of the Plan and the Citizens Pension Plan were combined and invested in a single trust in January 2014. Benefits remain frozen in the combined plan, with the unique benefit structures under the Plan and the Citizens Pension Plan retained in the combined plan.

During the fourth quarter of 2016, the Plan offered eligible terminated, vested Plan participants an option to elect a one-time voluntary lump sum window distribution equal to the present value of the participant's pension benefit, in settlement of all future pension benefits to which they would otherwise have been entitled under the Plan. This offer was made in an effort to reduce pension obligations and ongoing annual pension expense. Payments were distributed to participants who accepted the lump sum offer from the assets of the Plan. Pursuant to this program, the Plan paid out benefits of \$47,965,936 to approximately 1,768 participants. Also, during the fourth quarter of 2016, Huntington contracted with Mutual of America to issue a Single Premium Group Annuity Contract to transfer the liability associated with pension liabilities of retirees or their related beneficiaries in the Plan who were currently receiving a monthly annuity at a date determined prior to this group annuity contract purchase. The Single Premium Group Annuity Contract purchased is for the purpose of fully and finally transferring to the insurer all liabilities associated with the accrued benefits of Plan participants included in the annuity purchase. The Plan paid \$130,053,084 in connection with this purchase that is reported as third party settlements on the Statement of Net Assets Available for Benefits.

On August 16, 2016 (the Merger Date), Huntington Bancshares Incorporated completed its acquisition of FirstMerit Corporation and is now operating as one company, having merged FirstMerit Bank into The Huntington National Bank. As part of the acquisition, Huntington agreed to assume the Plan. On December 12, 2017, the Board of Directors of Huntington approved the merger of the Plan into the Huntington Bancshares Retirement Plan. The Plan was merged into the Huntington Bancshares Retirement Plan effective December 31, 2017, as permitted by the Plan document.

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

Eligibility and Vesting

Participants in the Plan were eligible for monthly benefits upon reaching normal retirement age (the later of age 65 or five years of service), early retirement age (age 55 with 15 years of service), or at age 65 if the participant had reached five years of service when a disability occurred. For former participants in the Citizens Pension Plan, normal retirement age was the later of age 65 or the fifth anniversary of commencing participation in the Plan.

Benefits become fully vested after a participant has completed five years of credited service as defined in the Plan. Effective December 31, 2012, the Plan was frozen resulting in no benefits accruing after December 31, 2012. Participants will have an accrued benefit which will be paid upon retirement, unless otherwise elected.

Benefits

Employees who retired or otherwise terminated employment prior to attaining normal retirement age had benefits calculated using average final compensation and accrued credited years of service. If early retirement benefits were payable before normal retirement age, such benefits were reduced by (a) 3% per year of commencement prior to normal retirement age if a participant had accrued 25 or more years of credited service, (b) by 3% per year of commencement prior to normal retirement age if a participant had accrued less than 25 years of credited service, but had attained at least age 62 at commencement, or (c) by 3% per year for each year from normal retirement age to age 62 and 5% for each year from age 62 to commencement if the participant had accrued less than 25 years of service and commenced benefits prior to age 62.

Accumulated plan benefits were those future periodic payments that were attributable under the Plan's provisions regarding the average final compensation employees had earned and the service employees had accrued as of the participant's termination date. Accumulated plan benefits included benefits expected to be paid to (a) retired and terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present vested employees or their beneficiaries. The accumulated plan benefits for active employees were based upon their average final compensation, which was the consecutive four years of compensation earned during the ten years preceding the participant's termination date yielding the highest average compensation. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - were included, to the extent they are deemed attributable to employee service rendered to the valuation date.

For former participants in the Citizens Pension Plan, the accumulated plan benefits were based upon their compensation after December 31, 2001 and through December 31, 2006. Those who were employed with a participating employer prior to December 31, 2001 also received any monthly pension benefit earned under such prior plan.

Funding

The Sponsor contributed such amounts as were necessary to provide the Plan with assets with which to pay pension benefits to Plan participants. The contributions were designed to fund service cost on a current basis and to fund over 30 years the established accrued benefit cost arising from qualifying service prior to establishment of the Plan. The minimum funding requirements under ERISA have been met for 2017 and 2016.

Trustee

As of the Merger Date, The Huntington National Bank, a subsidiary of Huntington Bancshares Incorporated, acts as trustee for the Plan and, as such, manages a trust fund (the Trust) which includes all the Plan's assets. Prior to the merger, the FirstMerit Wealth Management Services, Private Client Services Division of FirstMerit Bank, N.A., a subsidiary of FirstMerit Corporation acted as trustee for the Plan.

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in conformity with U.S. generally accepted accounting principles (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments were stated at fair value, as reported by the trustee. Fair value was defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 6 for further discussion and disclosures related to fair value measurements. The Plan valued securities traded on a national securities exchange at the last reported sales price on the last business day of the Plan year. Securities traded in the over-the-counter market and listed securities for which no sale was reported on the last business day of the year were valued by the trustee at the last reported bid and ask price reported by a recognized pricing service. Mutual funds were valued at quoted prices reported on the active market in which the mutual funds were traded.

Investment transactions were recognized on the trade date, which was the date the order to buy and sell was executed. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date. In instances where stocks had been purchased at various times, an average cost was used to determine the realized gain or loss. Net appreciation (depreciation) included the Plan's gains and losses on investments bought and sold as well as investments held during the year.

Payment of Benefits

Benefit payments made to participants were recorded upon distribution.

Administrative Expenses

The Plan's expenses were paid by the Plan, as provided by the Plan's provisions. Administrative expenses paid by the Plan included record keeping, actuary and investment advisory fees. Expenses relating to purchases, sales or transfers of the Plan's investments were charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan were paid by the Sponsor, which effectively became Huntington Bancshares Incorporated as of the Merger Date.

Risk and Uncertainties

The Plan invested in various investment securities. Investment securities were exposed to various risks such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and, that such changes could materially affect the amount reported in the statement of net assets available for benefits.

Plan contributions were made and the actuarial present value of accumulated plan benefits was reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which were subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

3. Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the employees for services the employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries and (2) present employees or their beneficiaries. Benefits payable as a result of retirement, death, disability or termination of employment are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by independent actuaries. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The plan uses a beginning of year valuation date in determining accumulated plan benefits.

Actuarial Present Value Benefit Calculations — The actuarial present value of accumulated plan benefits as of January 1, 2017, the most recent valuation date, was as follows:

Vested benefits:

Participants currently receiving payments	\$	2,060,888
Other participants		94,892,994
Total vested benefits		96,953,882

Nonvested benefits		920,845
Actuarial present value of accumulated plan benefits	\$	97,874,727

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year beginning January 1, 2016, were as follows:

Actuarial present value of accumulated plan benefits at January 1, 2016	\$	244,768,846
Increase/decrease during the year attributable to:		
Benefits accumulated and (gains) losses		30,030,824
Increase for interest due to decrease in discount period		8,416,919
Benefits paid		(192,032,078)
Change in actuarial assumptions		6,690,216
Actuarial present value of accumulated plan benefits at January 1, 2017	\$	97,874,727

As discussed in note 1, the Plan merged into the Huntington Bancshares Retirement Plan effective December 31, 2017. The estimated present value of accumulated plan benefits transferred to the Huntington Bancshares Retirement Plan at December 31, 2017 was \$92,685,193.

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

Actuarial Present Value Benefit Calculation Assumptions — The actuarial cost method used in the benefits calculation is the projected unit credit method. Significant assumptions underlying the actuarial computations were as follows:

<i>Assumed rate of return on investments</i>	5.40% and 6.00% compounded annually for 2017 and 2016, respectively.
<i>Mortality basis</i>	For 2017, RP2014 separate white collar annuitant and non-annuitant generational mortality tables backed off to 2006 and projected forward using the MP2017 projection scale. For 2016, 2016 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
<i>Retirement</i>	62 if the participant has 15 years of service at termination/65 if the participant does not have 15 years of service at termination

These actuarial assumptions were based on the presumption that the Plan will continue. In the event of Plan termination, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

4. Income Taxes

The Plan had received a determination letter from the Internal Revenue Service (IRS) dated September 17, 2014, stating that the written form of the underlying Plan document is qualified under Section 401(a) of the Internal Revenue Code (Code) and, therefore, the related trust was exempt from taxation. Subsequent to this determination by the IRS the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan's administrator believes the Plan was being operated in compliance with the applicable requirements of the Code and therefore believes the Plan, as amended, was qualified and the related trust was tax-exempt. Therefore, no provision for income taxes had been included in the Plan's financial statements.

U.S. GAAP required the evaluation of tax positions taken by the Plan and recognition of a tax liability if the Plan had taken an uncertain tax position that was not more likely than not to be sustained upon examination by the IRS. The Plan's administrator, on behalf of the Plan, had analyzed the tax positions taken by the Plan and had concluded that as of December 31, 2017 and 2016, there were no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan was subject to routine audits; however, there were currently no audits for any tax periods in progress.

5. Exempt Party-in-Interest Transactions

Certain of the Plan's assets were invested in funds managed by the Plan's trustee, the Huntington National Bank and the Plan's custodian, SEI Trust Company. These transactions qualified as party-in interest transactions; however, they were exempt from the prohibited transactions rules under ERISA. All party-in interest assets were sold prior to December 31, 2017.

6. Fair Value Measurements

Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

- Level 1 - Valuations based on unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Valuations based on quoted prices for similar assets and liabilities traded in the active markets; quoted prices for identical or similar instruments in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived from or corroborated by observable market data by correlation or other means.
- Level 3 - Valuations based on unobservable inputs which are significant to the fair value measurement.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based upon the lowest level input that is significant to the fair value measure in its entirety.

Asset Valuation Techniques — Valuation methodologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. Mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. The mutual funds held by the Plan are actively traded. Corporate obligations and U.S. government securities and agency issues are valued using unadjusted quoted prices from active markets for similar assets. Common stock is valued using the year-end closing price as determined by a national securities exchange. There are no redemption requirements on these investments.

The preceding methods described may produce a fair value calculation that may not be indicative of net realized value or reflective of future fair values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodologies used at December 31, 2017 and 2016.

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
December 31, 2016				
Mutual funds	\$ 44,054,201	\$ —	\$ —	\$ 44,054,201
Corporate obligations	—	5,332,201	—	5,332,201
United States government securities	—	6,433,061	—	6,433,061
United States government agency issues	—	2,788,385	—	2,788,385
Common stock	36,734,486	—	—	36,734,486
Total investments	<u>\$ 80,788,687</u>	<u>\$ 14,553,647</u>	<u>\$ —</u>	<u>\$ 95,342,334</u>

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, transfers are reported at the beginning of the reporting period.

The Plan evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. There were no transfers between levels for the years ended December 31, 2017 and 2016.

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net decrease in net assets available for benefits per financial statements to the draft Form 5500:

	December 31,	
	2017	2016
Net decrease in net assets available for benefits per the accompanying financial statements	\$ (3,191,095)	\$ (141,675,276)
Employer contribution **	—	(35,000,000)
Net assets transferred to qualified plan	(92,370,965)	—
Net decrease in net assets available for benefits per the draft Form 5500	<u>\$ (95,562,060)</u>	<u>\$ (176,675,276)</u>

** The employer contribution of \$35 million made May 10, 2016 is not included in the financial statements for the 2015 Plan year, but is recorded in the 2015 Plan year for Form 5500 purposes.

8. Subsequent Events

In preparing these financial statements, subsequent events were evaluated through September 14, 2018, the date the financial statements were available to be issued. Financial statements are considered issued when they are widely distributed to all shareholders and other financial statement users. In conjunction with applicable accounting standards, all material subsequent events have been either recognized in the financial statements or disclosed in the notes to financial statements.

SUPPLEMENTAL SCHEDULE

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES

EIN: 34-6509674

Plan Number: 001

**SCHEDULE H, PART IV, LINE 4j — SCHEDULE OF REPORTABLE TRANSACTIONS ^(*)
FOR THE YEAR ENDED DECEMBER 31, 2017**

(Amounts in dollars)

(a)	(b)	(c)	(d)	(f)	(g)	(h)	(i)
Identity of party involved	Description of asset	Purchase price ^(**)	Selling price ^(**)	Expenses incurred with transaction	Cost of asset ^(**)	Current value of asset on transaction date ^(**)	Net gain or (loss) ^(**)
Category (iii) series of transactions in excess of 5% of plan's assets							
iShares Russell Mid-Cap ETF	Mutual Fund	\$ —	\$ 5,829,439	\$ 1,339	\$ 5,066,245	\$ 5,865,696	\$ 761,855
iShares Russell 2000 ETF	Mutual Fund	—	6,953,113	2,113	4,300,532	6,966,310	2,650,468
iShares MSCI ACWI ETF	Mutual Fund	11,998,768	—	5,480	12,004,248	11,948,832	—
US Treasury N/B 2.75% 08/15/2042	US Government Obligations	9,803,125	—	—	9,803,125	9,804,700	—
US Treasury N/B 2.5% 02/15/2045	US Government Obligations	4,688,672	—	—	4,688,672	4,689,650	—
Vanguard Long-Term Investment	Mutual Fund	—	20,132,024	—	19,008,100	20,132,024	1,123,924

Category ii - Series of transactions in same security exceeds 5% of value

There were no category ii reportable transactions during 2017

Category iv - Single transaction with one broker exceeds 5% of value

There were no category iv reportable transactions during 2017

Note: This schedule includes those assets purchased and/or sold during the current year that are in excess of 5% of the fair market value of the Plan assets as required by ERISA Section 2520.103-6 and Form 5500 Schedule H, Line 4j.

(*) Column (e) has been omitted as it was not applicable.

(**) Information certified as to completeness and accuracy by Huntington National Bank.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25											
25–29			2								2
30–34	5	13	3	18	1						40
35–39	3	31 72 0	2	45 431 3,358	22 682 9,980	2					105
40–44	2	28 63 0	3	59 448 5,212	47 759 12,994	14	2				155
45–49	4	17	2	76 589 8,654	43 896 17,253	41 1,162 21,590	19	6			208
50–54	3	23 89 0	1	51 586 8,061	42 695 12,744	26 1,536 26,679	38 1,566 34,284	20 1,631 40,737	2		206
55–59	5	30 69 0	1	47 518 8,207	30 1,004 24,680	29 1,225 25,163	23 1,424 41,952	27 1,894 35,736	22 2,400 49,735	5	219
60–64	1	10	1	45 569 6,648	29 1,080 22,384	16	16	11	17	9	155
65–69		8	1	8	9	3	1	3	2	4	39
70 & up		2		1	4			1		1	9
Total	23	162	16	350	227	131	99	68	43	19	1,138 719 23,316

In each cell, the top number is the count of active participants for each age/service combination, the middle number is average frozen monthly accrued benefit, and the bottom number is average cash balance amount. Average frozen monthly accrued benefit and cash balance amount are not shown for cells with fewer than 20 participants.

*Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Actuarial Assumptions for January 1, 2017 Funding Valuation****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
	<u>Stabilized</u>	<u>Non-stabilized</u>	
• First 5 years	4.16%	1.52%	
• Next 15 years	5.72%	3.80%	
• Over 20 years	6.48%	4.79%	

Mortality sponsor elections

• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and non-annuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
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417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Cash balance plans

• Interest accumulation rate	2.75% in 2017, 3.00% in 2018, 3.50% in 2019, and 4.25% thereafter
• Whipsaw calculations	No

Other economic assumptions

• Salary increases	Not applicable
• Flat-dollar benefit increases	Not applicable
• Social Security taxable wage base increases	Not applicable
• Inflation	2.20% per year
• Expected investment return	6.50% per year for 2015, 6.00% per year for 2016, and 5.60% per year for 2017
• Expenses	\$920,000 added to current year normal cost.

Demographic assumptions

• Withdrawal	Rates based on age. See table of sample rates
• Disability incidence	None

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

• Retirement age

**Legacy FirstMerit
(Under 25 years of Service)**

Attained Age	2017	2018+
55-59	23.00%	7.00%
60-61	31.00%	15.00%
62	46.00%	30.00%
63-64	41.00%	25.00%
65	46.00%	30.00%
66-69	41.00%	25.00%
70+	100.00%	100.00%

**Legacy FirstMerit
(25+ years of Service)**

Attained Age	2017	2018+
55-59	26.00%	10.00%
60-61	31.00%	15.00%
62	46.00%	30.00%
63-64	41.00%	25.00%
65	46.00%	30.00%
66-69	41.00%	25.00%
70+	100.00%	100.00%

Legacy Citizens

Attained Age	2017	2018+
55-61	21.00%	5.00%
62	51.00%	35.00%
63-64	36.00%	20.00%
65	86.00%	70.00%
66-69	66.00%	50.00%
70+	100.00%	100.00%

• Benefit commencement age for

— Future vested deferred

Legacy FirstMerit

62 if the participant has 15 years of service at termination /
65 if the participant does not have 15 years of service at
termination.

Legacy Citizens

62

— Current vested deferred

63

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

	<u>Male participants</u>	<u>Female participants</u>
• Spouse assumptions		
— Percentage married		
Legacy FirstMerit	85%	85%
LegacyCitizens	100%	100%
— Spouse age difference	3 years younger	3 years older
Form of payment		
• Legacy FirstMerit participants active retirements	90% are assumed to elect a (partial) lump sum/life annuity, 10% are assumed to elect a life annuity	
• Legacy Citizens participants active retirements	80% are assumed to elect a lump sum, 20% are assumed to elect a life annuity	
• Future deaths	50% J&S	
• Future vested deferred and current vested deferred	Life Annuity	
Unpredictable contingent event assumptions	Not applicable	

Table of Sample Rates**Legacy FirstMerit**

Attained age	Withdrawal Rate	
	2017	2018+
20	51.50%	35.50%
25	44.10%	28.10%
30	36.30%	20.30%
35	29.90%	13.90%
40	25.00%	9.00%
45	21.60%	5.60%
50	19.70%	3.70%
55	19.30%	3.30%

Legacy Citizens

Attained age	Withdrawal Rate			
	2017		2018+	
	Male	Female	Male	Female
20	30.94%	60.49%	14.94%	44.49%
25	25.93%	45.89%	9.93%	29.89%
30	22.91%	35.86%	6.91%	19.86%
35	20.87%	29.82%	4.87%	13.82%
40	18.81%	25.74%	2.81%	9.74%
45	17.67%	21.63%	1.67%	5.63%
50	16.40%	19.33%	0.40%	3.33%
55	16.00%	16.79%	0.00%	0.79%

*Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Rationale for Economic Assumptions**

- **Discount rate sponsor elections for funding** – Given the segment rate and look-back elections made by the plan sponsor, the stabilized and non-stabilized rates are prescribed by IRC Section 430 and relevant regulations.
- **417(e) lump sums for funding** – These are the IRC Section 430 prescribed rates and IRC 417(e) mortality tables. The valuation methodology is prescribed by the IRS.
- **Inflation** – Based on a long-term view of inflation using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook*.
- **Expected investment return for funding** – The expected investment return is based on the median (50th percentile) simulated investment return using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook* for the plan's target asset mix, net of an adjustment of 20 basis points for investment expenses assumed to be paid from plan assets.
- **Expenses** – Expenses are based on year-by-year experience for actual administrative expenses paid from plan assets. Adjustments are made for any known significant changes.
- **Cash balance interest accumulation rate** – The cash balance interest accumulation rate assumption begins with the current actual rate and increases toward the long term assumption using capital market assumptions as published in Mercer Investment Consulting's *Capital Market Outlook*.

Rationale for Demographic Assumptions

- **Withdrawal** – Termination rates reflect plan experience. A 16 percentage point load has been applied to the 2017 withdrawal rates based on data provided by the client on August 2, 2016 regarding expected terminations due to the acquisition.
- **Retirement age** – Active participants that are not currently in payment status are assumed to retire based on the rate tables provided above. These tables reflect retirement rate experience for the plan. A 16 percentage point load has been applied to the 2017 retirement rates based on data provided by the client on August 2, 2016 regarding expected terminations due to the acquisition. Deferred vested participants are assumed to take their benefit at the ages provided above based on plan experience.
- **Benefit commencement age** – Plan participants are assumed to take their benefit at the ages provided above based on plan experience.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- **Spouse assumptions** – For the Legacy Citizens group, the assumption regarding percent married is based on the plan provision that allows a death benefit to all participants regardless of marital status. The assumption regarding spouse age difference at benefit commencement and the assumption regarding percent married for the Legacy FirstMerit group is based on the actuary's experience with many plans.
- **Form of payment** – The assumptions regarding the form of payment are based on plan experience.
- **Mortality for funding** – Given the mortality election made by the plan sponsor, the mortality rates are prescribed by IRC Section 430 and relevant regulations.

Actuarial Methods for Funding***Asset Methods***

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for non-vested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

*Schedule SB, Part V — Statement of Actuarial Assumptions/Methods****Minimum Funding Methods***

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual are the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

SUPPLEMENTAL SCHEDULE

PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES

EIN: 34-6509674

Plan Number: 001

**SCHEDULE H, PART IV, LINE 4j — SCHEDULE OF REPORTABLE TRANSACTIONS ^(*)
FOR THE YEAR ENDED DECEMBER 31, 2017**

(Amounts in dollars)

(a)	(b)	(c)	(d)	(f)	(g)	(h)	(i)
Identity of party involved	Description of asset	Purchase price ^(**)	Selling price ^(**)	Expenses incurred with transaction	Cost of asset ^(**)	Current value of asset on transaction date ^(**)	Net gain or (loss) ^(**)
Category (iii) series of transactions in excess of 5% of plan's assets							
iShares Russell Mid-Cap ETF	Mutual Fund	\$ —	\$ 5,829,439	\$ 1,339	\$ 5,066,245	\$ 5,865,696	\$ 761,855
iShares Russell 2000 ETF	Mutual Fund	—	6,953,113	2,113	4,300,532	6,966,310	2,650,468
iShares MSCI ACWI ETF	Mutual Fund	11,998,768	—	5,480	12,004,248	11,948,832	—
US Treasury N/B 2.75% 08/15/2042	US Government Obligations	9,803,125	—	—	9,803,125	9,804,700	—
US Treasury N/B 2.5% 02/15/2045	US Government Obligations	4,688,672	—	—	4,688,672	4,689,650	—
Vanguard Long-Term Investment	Mutual Fund	—	20,132,024	—	19,008,100	20,132,024	1,123,924

Category ii - Series of transactions in same security exceeds 5% of value

There were no category ii reportable transactions during 2017

Category iv - Single transaction with one broker exceeds 5% of value

There were no category iv reportable transactions during 2017

Note: This schedule includes those assets purchased and/or sold during the current year that are in excess of 5% of the fair market value of the Plan assets as required by ERISA Section 2520.103-6 and Form 5500 Schedule H, Line 4j.

(*) Column (e) has been omitted as it was not applicable.

(**) Information certified as to completeness and accuracy by Huntington National Bank.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

**This Form is Open to Public
Inspection**

File as an attachment to Form 5500 or 5500-SF.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

Round off amounts to nearest dollar.

Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
PENSION PLAN FOR EMPLOYEES OF FIRSTMERIT CORPORATION AND AFFILIATES**B** Three-digit plan number (PN) 001**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF**D** Employer identification Number (EIN)

FIRSTMERIT CORPORATION

34-1339938

E Type of plan ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 01 Day 01 Year 2017**2** Assets:**a** Market value:**2a** 95,483,452**b** Actuarial value:**2b** 99,459,284**3** Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	22	1,878,141	1,878,141
b For terminated vested participants	898	26,672,973	26,672,973
c For active participants	1,138	53,266,060	54,459,261
d Total	2,058	81,817,174	83,010,375

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions**4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor**4b****5** Effective interest rate:**5**

6.03%

6 Target normal cost:**6**

920,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Rachel A. Battah

09/13/2018

Signature of actuary

Date

RACHEL A. BATTAH

1706672

Type or print name of actuary

MERCER

Most recent enrollment number

614-227-5500

Firm name

325 JOHN H. MCCONNELL BLVD. STE 350

Telephone number (including area code)

COLUMBUS

OH 43215-7644

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2017

Part II	Beginning of Year Carryover and Prefunding Balances
---------	---

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	12, 670, 635	1, 661
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....	0	0
9 Amount remaining (line 7 minus line 8).....	12, 670, 635	1, 661
10 Interest on line 9 using prior year's actual return of <u>7.32%</u>	927, 490	122
11 Prior year's excess contributions to be added to prefunding balance.....		0
a Present value of excess contributions (line 38a from prior year).....		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.09%</u>		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	13, 598, 125	1, 783

Part III	Funding Percentages
----------	---------------------

14	Funding target attainment percentage	14	103.43%
15	Adjusted funding target attainment percentage	15	107.72%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	127.52%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

[illegible]

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year.

a	Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? c If line 20a is "Yes," see instructions and complete the following table as applicable:		☐ Yes ☒ No
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
		(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.16 %	5.72 %	6.48 %	☐ N/A, full yield curve used

b Applicable month (enter code)**21b** 4**22** Weighted average retirement age**22** 61**23** Mortality table(s) (see instructions)
☐ Prescribed - combined
☒ Prescribed - separate
☐ Substitute
Part VI Miscellaneous Items**24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)**29**

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)**30**

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions)**a** Target normal cost (line 6)**31a**

920,000

b Excess assets, if applicable, but not greater than line 31a**31b**

920,000

32 Amortization installments:**a** Net shortfall amortization installment

0

0

b Waiver amortization installment

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33**

0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)**34**

0

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement

Carryover balance

Prefunding balance

Total balance

36 Additional cash requirement (line 34 minus line 35)**36**

0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)**37**

0

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years**40**

0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made**42**☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment**42****43** Excess installment acceleration amount to be carried over to future plan years**43**

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

The rates assumed do not include the increased assumption for retirement in 2017, the first full year after Huntington acquired FirstMerit.

(1) Legacy FirstMerit (Under 25 years of Service)

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	7.00%	100,000	7,000	385,000
56	7.00%	93,000	6,510	364,560
57	7.00%	86,490	6,054	345,095
58	7.00%	80,436	5,630	326,569
59	7.00%	74,805	5,236	308,945
60	15.00%	69,569	10,435	626,120
61	15.00%	59,134	8,870	541,072
62	30.00%	50,263	15,079	934,901
63	25.00%	35,184	8,796	554,155
64	25.00%	26,388	6,597	422,213
65	30.00%	19,791	5,937	385,929
66	25.00%	13,854	3,463	228,589
67	25.00%	10,390	2,598	174,039
68	25.00%	7,793	1,948	132,478
69	25.00%	5,845	1,461	100,819
70	100.00%	4,383	4,383	306,842
Total			100,000	6,137,326
Average				61.37

Schedule SB, line 22 — Description of Weighted Average Retirement Age

(2) Legacy FirstMerit (Over 25 years of Service)

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10.00%	100,000	10,000	550,000
56	10.00%	90,000	9,000	504,000
57	10.00%	81,000	8,100	461,700
58	10.00%	72,900	7,290	422,820
59	10.00%	65,610	6,561	387,099
60	15.00%	59,049	8,857	531,441
61	15.00%	50,192	7,529	459,254
62	30.00%	42,663	12,799	793,530
63	25.00%	29,864	7,466	470,359
64	25.00%	22,398	5,600	358,368
65	30.00%	16,799	5,040	327,571
66	25.00%	11,759	2,940	194,023
67	25.00%	8,819	2,205	147,722
68	25.00%	6,614	1,654	112,445
69	25.00%	4,961	1,240	85,574
70	100.00%	3,721	3,721	260,443
Total			100,000	6,066,348
Average				60.66

Schedule SB, line 22 — Description of Weighted Average Retirement Age

(3) Legacy Citizens

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5.00%	100,000	5,000	275,000
56	5.00%	95,000	4,750	266,000
57	5.00%	90,250	4,513	257,213
58	5.00%	85,738	4,287	248,639
59	5.00%	81,451	4,073	240,279
60	5.00%	77,378	3,869	232,134
61	5.00%	73,509	3,675	224,203
62	35.00%	69,834	24,442	1,515,392
63	20.00%	45,392	9,078	571,938
64	20.00%	36,314	7,263	464,813
65	70.00%	29,051	20,336	1,321,813
66	50.00%	8,715	4,358	287,603
67	50.00%	4,358	2,179	145,980
68	50.00%	2,179	1,089	74,080
69	50.00%	1,089	545	37,585
70	100.00%	545	545	38,129
Total			100,000	6,200,801
Average				62.01

Retirement Rates- Weighted Average for Above tables

	(1)	(2)	(3)	
Weighted Average	61.37	60.66	62.01	
Count ¹	544	224	370	
Weighted Average Retirement Age				61.44

¹ The tables are weighted together based on counts from the January 1, 2017 data.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Assumptions for January 1, 2017 Funding Valuation

Discount rate sponsor elections			
• Segment rates or full yield curve	Segment		
• Look-back months	4	<u>Stabilized</u>	<u>Non-stabilized</u>
• First 5 years	4.16%	1.52%	
• Next 15 years	5.72%	3.80%	
• Over 20 years	6.48%	4.79%	
Mortality sponsor elections			
• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and non-annuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.		
417(e) lump sums			
Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.			
Cash balance plans			
• Interest accumulation rate	2.75% in 2017, 3.00% in 2018, 3.50% in 2019, and 4.25% thereafter		
• Whipsaw calculations	No		
Other economic assumptions			
• Salary increases	Not applicable		
• Flat-dollar benefit increases	Not applicable		
• Social Security taxable wage base increases	Not applicable		
• Inflation	2.20% per year		
• Expected investment return	6.50% per year for 2015, 6.00% per year for 2016, and 5.60% per year for 2017		
• Expenses	\$920,000 added to current year normal cost.		
Demographic assumptions			
• Withdrawal	Rates based on age. See table of sample rates		
• Disability incidence	None		

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- Retirement age

Legacy FirstMerit (Under 25 years of Service)		
Attained Age	2017	2018+
55-59	23.00%	7.00%
60-61	31.00%	15.00%
62	46.00%	30.00%
63-64	41.00%	25.00%
65	46.00%	30.00%
66-69	41.00%	25.00%
70+	100.00%	100.00%

Legacy FirstMerit (25+ years of Service)		
Attained Age	2017	2018+
55-59	26.00%	10.00%
60-61	31.00%	15.00%
62	46.00%	30.00%
63-64	41.00%	25.00%
65	46.00%	30.00%
66-69	41.00%	25.00%
70+	100.00%	100.00%

Legacy Citizens		
Attained Age	2017	2018+
55-61	21.00%	5.00%
62	51.00%	35.00%
63-64	36.00%	20.00%
65	86.00%	70.00%
66-69	66.00%	50.00%
70+	100.00%	100.00%

- Benefit commencement age for
 - Future vested deferred
Legacy FirstMerit
62 if the participant has 15 years of service at termination /
65 if the participant does not have 15 years of service at
termination.
 - Legacy Citizens
62
 - Current vested deferred
63

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

• Spouse assumptions	<u>Male participants</u>		<u>Female participants</u>	
	– Percentage married			
	Legacy FirstMerit		85%	85%
	LegacyCitizens		100%	100%
– Spouse age difference		3 years younger		3 years older
Form of payment				
• Legacy FirstMerit participants active retirements		90% are assumed to elect a (partial) lump sum/life annuity, 10% are assumed to elect a life annuity		
• Legacy Citizens participants active retirements		80% are assumed to elect a lump sum, 20% are assumed to elect a life annuity		
• Future deaths		50% J&S		
• Future vested deferred and current vested deferred		Life Annuity		
Unpredictable contingent event assumptions		Not applicable		

Table of Sample Rates

Legacy FirstMerit		Withdrawal Rate	
Attained age		2017	2018+
20		51.50%	35.50%
25		44.10%	28.10%
30		36.30%	20.30%
35		29.90%	13.90%
40		25.00%	9.00%
45		21.60%	5.60%
50		19.70%	3.70%
55		19.30%	3.30%

Legacy Citizens		Withdrawal Rate			
Attained age		2017		2018+	
	Male	Female	Male	Female	
20	30.94%	60.49%	14.94%	44.49%	
25	25.93%	45.89%	9.93%	29.89%	
30	22.91%	35.86%	6.91%	19.86%	
35	20.87%	29.82%	4.87%	13.82%	
40	18.81%	25.74%	2.81%	9.74%	
45	17.67%	21.63%	1.67%	5.63%	
50	16.40%	19.33%	0.40%	3.33%	
55	16.00%	16.79%	0.00%	0.79%	

*Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Rationale for Economic Assumptions**

- **Discount rate sponsor elections for funding** – Given the segment rate and look-back elections made by the plan sponsor, the stabilized and non-stabilized rates are prescribed by IRC Section 430 and relevant regulations.
- **417(e) lump sums for funding** – These are the IRC Section 430 prescribed rates and IRC 417(e) mortality tables. The valuation methodology is prescribed by the IRS.
- **Inflation** – Based on a long-term view of inflation using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook*.
- **Expected investment return for funding** – The expected investment return is based on the median (50th percentile) simulated investment return using capital market assumptions published in Mercer Investment Consulting's *Capital Market Outlook* for the plan's target asset mix, net of an adjustment of 20 basis points for investment expenses assumed to be paid from plan assets.
- **Expenses** – Expenses are based on year-by-year experience for actual administrative expenses paid from plan assets. Adjustments are made for any known significant changes.
- **Cash balance interest accumulation rate** – The cash balance interest accumulation rate assumption begins with the current actual rate and increases toward the long term assumption using capital market assumptions as published in Mercer Investment Consulting's *Capital Market Outlook*.

Rationale for Demographic Assumptions

- **Withdrawal** – Termination rates reflect plan experience. A 16 percentage point load has been applied to the 2017 withdrawal rates based on data provided by the client on August 2, 2016 regarding expected terminations due to the acquisition.
- **Retirement age** – Active participants that are not currently in payment status are assumed to retire based on the rate tables provided above. These tables reflect retirement rate experience for the plan. A 16 percentage point load has been applied to the 2017 retirement rates based on data provided by the client on August 2, 2016 regarding expected terminations due to the acquisition. Deferred vested participants are assumed to take their benefit at the ages provided above based on plan experience.
- **Benefit commencement age** – Plan participants are assumed to take their benefit at the ages provided above based on plan experience.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- **Spouse assumptions** – For the Legacy Citizens group, the assumption regarding percent married is based on the plan provision that allows a death benefit to all participants regardless of marital status. The assumption regarding spouse age difference at benefit commencement and the assumption regarding percent married for the Legacy FirstMerit group is based on the actuary's experience with many plans.
- **Form of payment** – The assumptions regarding the form of payment are based on plan experience.
- **Mortality for funding** – Given the mortality election made by the plan sponsor, the mortality rates are prescribed by IRC Section 430 and relevant regulations.

Actuarial Methods for Funding**Asset Methods**

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for non-vested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

*Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Minimum Funding Methods**

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual are the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

*Schedule SB, Part V — Summary of Plan Provisions***Summary of Major Plan Provisions****Legacy Citizens**

Effective date and plan year	Original plan: The CBC plan was originally effective January 1, 1976 and the F&M plan was originally effective January 1, 2000. Effective December 31, 2006, the CBC and F&M plans merged. Effective December 31, 2013, the Cash Balance Plan was merged into the Pension Plan for Employees of FirstMerit Corporation and Affiliates. Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan. Plan Year: Calendar Year
Status of the plan	Effective January 1, 2007, the plan is frozen and no participants will earn benefits in future years.
Significant events that occurred during the year	In 2016, a vested terminated participant cash-out and a retiree annuity purchase occurred. Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan. We are not aware of any other significant events that would impact the results presented in this report.
Definitions	
• Participation	1,000 hours of service in a 12-month period.
• Employee contributions	None.
• Vesting service	A plan year during which an employee completes at least 1,000 hours of service.
• Covered compensation	The average of the maximum taxable wage bases for the 35 calendar years ending with the year an individual attains (or will attain) Social Security retirement age (SSRA). In determining an individual's covered compensation in any given year, the current year's wage base is assumed to remain level in future years.
• Accrued benefit	Cash Balance Account as of termination, projected to normal retirement age with interest credits, and converted into an actuarially equivalent life annuity. Pay credits are no longer applicable under this plan beginning in 2007.
• Actuarial equivalent	For purposes of converting the account balance into an annuity, the applicable interest rates for the second month preceding the beginning of each plan year and mortality pursuant to Code section 417(e).
• Cash balance account	Opening balance plus pay credits (prior to 2007) plus interest credits. The opening balance for CBC participants was determined as of January 1, 2002 equal to 105% of the present value of their grandfathered accrued benefit. The opening balance for former F&M Security and Wausnara participants was determined as of January 1, 2000 equal to 100% of the present value of their grandfathered accrued benefit.
• Grandfathered accrued benefit	Frozen benefit under legacy final average pay formula (integrated with covered compensation) as of December 31, 1999 for former F&M participants and as of December 31, 2001 for former CBC participants.

Schedule SB, Part V — Summary of Plan Provisions

• Early commencement reductions (grandfathered accrued benefit) CBC participants	Age	Age 65 SSRA	Age 66 SSRA	Age 67 SSRA
	55	0.500	0.467	0.451
	56	0.533	0.512	0.491
	57	0.567	0.552	0.536
	58	0.600	0.586	0.571
	59	0.633	0.620	0.607
	60	0.667	0.655	0.643
	61	0.733	0.706	0.679
	62	0.800	0.757	0.714
	63	0.867	0.827	0.786
	64	0.933	0.895	0.857
	65	1.000	0.965	0.929
66	1.000	1.000	0.965	
67	1.000	1.000	1.000	
F&M participants	Use "Age 65 SSRA" factors above.			
• Interest credits	Credited annually based on the average yield on 30-year Treasury rates for the second month prior to the plan year.			
Normal retirement				
• Eligibility	Age 65 with five years of participation.			
• Benefit	Accrued benefit.			
Early retirement				
• Eligibility	Age 55 with three years of vesting service.			
• Benefit	Actuarial equivalent of accrued benefit, but not less than the grandfathered accrued benefit reduced for early commencement reductions (if applicable).			
Late retirement				
• Eligibility	A participant working beyond his normal retirement date is entitled to a late retirement benefit.			
• Benefit	The benefit beginning at his actual retirement date computed as if his normal retirement date were his actual retirement date.			

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	Three years of vesting service
• Benefit	Accrued benefit payable at normal retirement age. Alternatively, if a participant had at least 10 years of vesting service at termination (for terminations after 2001 for former CBC participants and after 2006 for former F&M participants), an actuarially equivalent benefit payable the first of the month following termination of employment.
Pre-retirement death	
• Eligibility	Three years of vesting service.
• Benefit	Actuarial equivalent of accrued benefit. For CBC and F&M participants who terminated without a cash balance account, the survivor portion of a 50% joint and survivor annuity payable at the participant's earliest retirement age.
Form of benefits	
• Automatic form for unmarried participants	Life annuity.
• Automatic form for married participants	50% joint and survivor annuity.
• Optional forms	Unmarried: Partial lump sum (two or three installments); Lump sum; 10-year certain and life annuity. Married: Same optional forms as an unmarried employee, plus life annuity; 75% and 100% joint and survivor annuity. Former CBC participants who terminated before January 1, 2002 and former F&M Security participants who terminated before January 1, 2000 are not eligible for a full or partial lump sum.
• Optional form conversion factors	417(e) assumptions for lump sums using interest rates for the second month immediately preceding the first day of the plan year; tabular factors as defined in the plan document used for conversion to all the other payment forms.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2006, the limit is \$220,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2017, the limit is \$215,000.

*Schedule SB, Part V — Summary of Plan Provisions***Legacy FirstMerit**

Effective date and plan year	Original plan: November 1, 1952. Plan year: Calendar Year. Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan.
Status of the plan	Effective January 1, 2007, the plan is frozen and no participants will earn benefits in future years.
Significant events that occurred during the year	In 2016, a vested terminated participant cash-out and a retiree annuity purchase occurred. Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan. We are not aware of any other significant events that would impact the results presented in this report.
Definitions	
• Participation	Any plan year in which an employee completes at least 1,000 hours of service and has attained age 21 or older.
• Employee contributions	None.
• Vesting service	A plan year during which an employee completes at least 1,000 hours of service.
• Credited service	Prior to January 1, 1989, the total of a participant's continuous years of full-time employment through December 31, 1988. After December 31, 1988, one year of service for each calendar year an employee completes 1,800 hours of service. Fractional service is computed for 1,000-1,799 hours. No service for less than 1,000 hours. Effective January 1, 2007, participants who were not vested as of January 1, 2007 will no longer earn future benefits under the plan.
• Pensionable earnings	Wages paid, excluding overtime, bonuses, and other incentive earnings. If a participant works less than 2,080 hours in a plan year other than the plan year of termination of service, compensation is annualized by increasing actual compensation by the ratio of 2,080 over actual compensated hours.
• Final average earnings	Average compensation of four highest consecutive plan years out of the last 10.
• Covered compensation	The average of the maximum taxable wage bases for the 35 calendar years ending with the year an individual attains (or will attain) Social Security retirement age. In determining an individual's covered compensation in any given year, the current year's wage base is assumed to remain level in future years.
• Accrued benefit	The amount which a participant is entitled to commencing on his normal retirement date in the form of a life annuity based on his average final compensation, Social Security covered compensation, and credited years of service as of the valuation date.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Age 65 with five years of service.
• Benefit	The sum of: 1% of average final earnings times years of credited service after January 1, 2005 (maximum of 40 years total credited service); Plus 1.35% of average final earnings times years of credited service through January 1, 2005 (maximum of 40 years); Plus 0.55% of average final earnings in excess of covered compensation times years of credited service through January 1, 2005 (maximum of 35 years). There is a minimum pension amount equal to the participant's accrued pension as of December 31, 1988. Several participants have grandfathered benefits from plans that were merged into the FirstMerit plan. Effective January 1, 2007, participants who were not vested as of January 1, 2007 will no longer earn future benefits under the plan.
Early retirement	
• Eligibility	Age 55 with 15 years of service.
• Benefit	Normal retirement benefit reduced 3.0% annually for each year prior to age 65 for participants with 25 or more years of service; and reduced 3.0% annually for each year prior to age 65 but after age 62, 5.0% annually prior to age 62 for participants with less than 25 years of service.
Late retirement	
• Eligibility	A participant working beyond his normal retirement date is entitled to a late retirement benefit.
• Benefit	The benefit beginning at his actual retirement date computed as if his normal retirement date were his actual retirement date.
Deferred vested	
• Eligibility	Five years of service.
• Benefit	Accrued benefit payable as of the date of termination payable at the participant's normal retirement age or a reduced benefit commencing on or after attaining age 55 if the participant completed 15 years of service.
Disability	
• Eligibility	Participant becomes totally and permanently disabled, and has completed five years of service.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Accrued benefit based on service to normal retirement age commencing at participant's normal retirement age. Note: Effective July 1, 1993, the disability benefit has been removed from the plan.
Pre-retirement death	
• Eligibility	Five years of service.
• Benefit	Accrued benefit reduced for joint and 50% survivor form and early retirement payment.
Form of benefits	
• Automatic form for unmarried participants	Life annuity.
• Automatic form for married participants	50% joint and survivor annuity.
• Optional forms	Unmarried: Lump sum; 5-, 10-, and 15-year certain and life annuity. Married: Same optional forms as an unmarried employee, plus life annuity; 6-6-2/3%, 75%, and 100% joint and survivor annuity. Benefit accruals after June 1, 2004, are not eligible to be taken as a lump sum.
• Optional form conversion factors	417(e) assumptions for lump sums using interest rates for the second month immediately preceding the first day of the plan year; 6.50% and UP84 with a four year setback for members and a one year set forward for spouses for all the other payment forms.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2006, the limit is \$220,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2017, the limit is \$215,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #2, are included in this valuation.

- **Most recent plan amendments included:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation does not include increases for current participants over age 70½. There is only a small portion of the population for which this applies.

Schedule SB, Part V — Summary of Plan Provisions

- *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum benefit amounts under IRS rules were updated from 2016 to 2017.

Plan amendment #2 allowed for a special lump sum election window for deferred vested participants which occurred in 2016. An annuity purchase also occurred in 2016.

Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan.

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation Funding

- Interest rates and mortality rates (including lump sums) were updated from 2016 to 2017 in accordance with PPA.
- The expense component of normal cost increased from \$462,034 to \$920,000 to reflect our expectations for the current plan year.
- The expected investment return decreased from 6.00% for 2016 to 5.60% for 2017 to reflect our expectations for the current plan year.
- Cash balance interest crediting rates were updated from 4.25% to rates by year to reflect capital market assumptions and expectations.
- Retirement and withdrawal were updated to include a 16% load in 2017 based on client expectations of retirement and termination after acquisition.
- The legacy Citizens percent married assumption was updated from 80% to 100% based on the plan provision allowing death benefits for all participants.

Schedule SB, line 25 — Change in Method

A change in actuary occurred, resulting in a change in liability valuation system this year. This change did not materially affect liability amounts and qualified for automatic IRS approval under final Section 430 regulations (per Revenue Procedure 2017-56).

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29			2								2
30-34	5	13	3	18	1						40
35-39	3	31 72 0	2	45 431 3,358	22 682 9,980	2					105
40-44	2	28 63 0	3	59 448 5,212	47 759 12,994	14	2				155
45-49	4	17	2	76 589 8,654	43 896 17,253	41 1,162 21,590	19	6			208
50-54	3	23 89 0	1	51 586 8,061	42 695 12,744	26 1,536 26,679	38 1,566 34,284	20 1,631 40,737	2		206
55-59	5	30 69 0	1	47 518 8,207	30 1,004 24,680	29 1,225 25,163	23 1,424 41,952	27 1,894 35,736	22 2,400 49,735	5	219
60-64	1	10	1	45 569 6,648	29 1,080 22,384	16	16	11	17	9	155
65-69		8	1	8	9	3	1	3	2	4	39
70 & up		2		1	4			1		1	9
Total	23	162	16	350	227	131	99	68	43	19	1,138 719 23,316

In each cell, the top number is the count of active participants for each age/service combination, the middle number is average frozen monthly accrued benefit, and the bottom number is average cash balance amount. Average frozen monthly accrued benefit and cash balance amount are not shown for cells with fewer than 20 participants.

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

The rates assumed do not include the increased assumption for retirement in 2017, the first full year after Huntington acquired FirstMerit.

(1) Legacy FirstMerit (Under 25 years of Service)

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	7.00%	100,000	7,000	385,000
56	7.00%	93,000	6,510	364,560
57	7.00%	86,490	6,054	345,095
58	7.00%	80,436	5,630	326,569
59	7.00%	74,805	5,236	308,945
60	15.00%	69,569	10,435	626,120
61	15.00%	59,134	8,870	541,072
62	30.00%	50,263	15,079	934,901
63	25.00%	35,184	8,796	554,155
64	25.00%	26,388	6,597	422,213
65	30.00%	19,791	5,937	385,929
66	25.00%	13,854	3,463	228,589
67	25.00%	10,390	2,598	174,039
68	25.00%	7,793	1,948	132,478
69	25.00%	5,845	1,461	100,819
70	100.00%	4,383	4,383	306,842
Total			100,000	6,137,326
Average				61.37

Schedule SB, line 22 — Description of Weighted Average Retirement Age

(2) Legacy FirstMerit (Over 25 years of Service)

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10.00%	100,000	10,000	550,000
56	10.00%	90,000	9,000	504,000
57	10.00%	81,000	8,100	461,700
58	10.00%	72,900	7,290	422,820
59	10.00%	65,610	6,561	387,099
60	15.00%	59,049	8,857	531,441
61	15.00%	50,192	7,529	459,254
62	30.00%	42,663	12,799	793,530
63	25.00%	29,864	7,466	470,359
64	25.00%	22,398	5,600	358,368
65	30.00%	16,799	5,040	327,571
66	25.00%	11,759	2,940	194,023
67	25.00%	8,819	2,205	147,722
68	25.00%	6,614	1,654	112,445
69	25.00%	4,961	1,240	85,574
70	100.00%	3,721	3,721	260,443
Total			100,000	6,066,348
Average				60.66

Schedule SB, line 22 — Description of Weighted Average Retirement Age

(3) Legacy Citizens

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5.00%	100,000	5,000	275,000
56	5.00%	95,000	4,750	266,000
57	5.00%	90,250	4,513	257,213
58	5.00%	85,738	4,287	248,639
59	5.00%	81,451	4,073	240,279
60	5.00%	77,378	3,869	232,134
61	5.00%	73,509	3,675	224,203
62	35.00%	69,834	24,442	1,515,392
63	20.00%	45,392	9,078	571,938
64	20.00%	36,314	7,263	464,813
65	70.00%	29,051	20,336	1,321,813
66	50.00%	8,715	4,358	287,603
67	50.00%	4,358	2,179	145,980
68	50.00%	2,179	1,089	74,080
69	50.00%	1,089	545	37,585
70	100.00%	545	545	38,129
Total			100,000	6,200,801
Average				62.01

Retirement Rates- Weighted Average for Above tables

	(1)	(2)	(3)
Weighted Average	61.37	60.66	62.01
Count ¹	544	224	370
Weighted Average Retirement Age	61.44		

¹ The tables are weighted together based on counts from the January 1, 2017 data.

*Schedule SB, Part V — Summary of Plan Provisions***Summary of Major Plan Provisions****Legacy Citizens**

Effective date and plan year	Original plan: The CBC plan was originally effective January 1, 1976 and the F&M plan was originally effective January 1, 2000. Effective December 31, 2006, the CBC and F&M plans merged. Effective December 31, 2013, the Cash Balance Plan was merged into the Pension Plan for Employees of FirstMerit Corporation and Affiliates. Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan. Plan Year: Calendar Year
Status of the plan	Effective January 1, 2007, the plan is frozen and no participants will earn benefits in future years.
Significant events that occurred during the year	In 2016, a vested terminated participant cash-out and a retiree annuity purchase occurred. Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan. We are not aware of any other significant events that would impact the results presented in this report.

Definitions

• Participation	1,000 hours of service in a 12-month period.
• Employee contributions	None.
• Vesting service	A plan year during which an employee completes at least 1,000 hours of service.
• Covered compensation	The average of the maximum taxable wage bases for the 35 calendar years ending with the year an individual attains (or will attain) Social Security retirement age (SSRA). In determining an individual's covered compensation in any given year, the current year's wage base is assumed to remain level in future years.
• Accrued benefit	Cash Balance Account as of termination, projected to normal retirement age with interest credits, and converted into an actuarially equivalent life annuity. Pay credits are no longer applicable under this plan beginning in 2007.
• Actuarial equivalent	For purposes of converting the account balance into an annuity, the applicable interest rates for the second month preceding the beginning of each plan year and mortality pursuant to Code section 417(e).
• Cash balance account	Opening balance plus pay credits (prior to 2007) plus interest credits. The opening balance for CBC participants was determined as of January 1, 2002 equal to 105% of the present value of their grandfathered accrued benefit. The opening balance for former F&M Security and Waushara participants was determined as of January 1, 2000 equal to 100% of the present value of their grandfathered accrued benefit.
• Grandfathered accrued benefit	Frozen benefit under legacy final average pay formula (integrated with covered compensation) as of December 31, 1999 for former F&M participants and as of December 31, 2001 for former CBC participants.

Schedule SB, Part V — Summary of Plan Provisions

- Early commencement reductions (grandfathered accrued benefit) CBC participants

Age	Age 65 SSRA	Age 66 SSRA	Age 67 SSRA
55	0.500	0.467	0.451
56	0.533	0.512	0.491
57	0.567	0.552	0.536
58	0.600	0.586	0.571
59	0.633	0.620	0.607
60	0.667	0.655	0.643
61	0.733	0.706	0.679
62	0.800	0.757	0.714
63	0.867	0.827	0.786
64	0.933	0.895	0.857
65	1.000	0.965	0.929
66	1.000	1.000	0.965
67	1.000	1.000	1.000

F&M participants

Use "Age 65 SSRA" factors above.

- Interest credits Credited annually based on the average yield on 30-year Treasury rates for the second month prior to the plan year.

Normal retirement

- Eligibility Age 65 with five years of participation.
- Benefit Accrued benefit.

Early retirement

- Eligibility Age 55 with three years of vesting service.
- Benefit Actuarial equivalent of accrued benefit, but not less than the grandfathered accrued benefit reduced for early commencement reductions (if applicable).

Late retirement

- Eligibility A participant working beyond his normal retirement date is entitled to a late retirement benefit.
- Benefit The benefit beginning at his actual retirement date computed as if his normal retirement date were his actual retirement date.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	Three years of vesting service
• Benefit	Accrued benefit payable at normal retirement age. Alternatively, if a participant had at least 10 years of vesting service at termination (for terminations after 2001 for former CBC participants and after 2006 for former F&M participants), an actuarially equivalent benefit payable the first of the month following termination of employment.
Pre-retirement death	
• Eligibility	Three years of vesting service.
• Benefit	Actuarial equivalent of accrued benefit. For CBC and F&M participants who terminated without a cash balance account, the survivor portion of a 50% joint and survivor annuity payable at the participant's earliest retirement age.
Form of benefits	
• Automatic form for unmarried participants	Life annuity.
• Automatic form for married participants	50% joint and survivor annuity.
• Optional forms	Unmarried: Partial lump sum (two or three installments); Lump sum; 10-year certain and life annuity. Married: Same optional forms as an unmarried employee, plus life annuity; 75% and 100% joint and survivor annuity. Former CBC participants who terminated before January 1, 2002 and former F&M Security participants who terminated before January 1, 2000 are not eligible for a full or partial lump sum.
• Optional form conversion factors	417(e) assumptions for lump sums using interest rates for the second month immediately preceding the first day of the plan year; tabular factors as defined in the plan document used for conversion to all the other payment forms.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2006, the limit is \$220,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2017, the limit is \$215,000.

Schedule SB, Part V — Summary of Plan Provisions
Legacy FirstMerit

Effective date and plan year	Original plan: November 1, 1952. Plan year: Calendar Year. Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan.
Status of the plan	Effective January 1, 2007, the plan is frozen and no participants will earn benefits in future years.
Significant events that occurred during the year	In 2016, a vested terminated participant cash-out and a retiree annuity purchase occurred. Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan. We are not aware of any other significant events that would impact the results presented in this report.
Definitions	
• Participation	Any plan year in which an employee completes at least 1,000 hours of service and has attained age 21 or older.
• Employee contributions	None.
• Vesting service	A plan year during which an employee completes at least 1,000 hours of service.
• Credited service	Prior to January 1, 1989, the total of a participant's continuous years of full-time employment through December 31, 1988. After December 31, 1988, one year of service for each calendar year an employee completes 1,800 hours of service. Fractional service is computed for 1,000-1,799 hours. No service for less than 1,000 hours. Effective January 1, 2007, participants who were not vested as of January 1, 2007 will no longer earn future benefits under the plan.
• Pensionable earnings	Wages paid, excluding overtime, bonuses, and other incentive earnings. If a participant works less than 2,080 hours in a plan year other than the plan year of termination of service, compensation is annualized by increasing actual compensation by the ratio of 2,080 over actual compensated hours.
• Final average earnings	Average compensation of four highest consecutive plan years out of the last 10.
• Covered compensation	The average of the maximum taxable wage bases for the 35 calendar years ending with the year an individual attains (or will attain) Social Security retirement age. In determining an individual's covered compensation in any given year, the current year's wage base is assumed to remain level in future years.
• Accrued benefit	The amount which a participant is entitled to commencing on his normal retirement date in the form of a life annuity based on his average final compensation, Social Security covered compensation, and credited years of service as of the valuation date.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Age 65 with five years of service.
• Benefit	The sum of: 1% of average final earnings times years of credited service after January 1, 2005 (maximum of 40 years total credited service); Plus 1.35% of average final earnings times years of credited service through January 1, 2005 (maximum of 40 years); Plus 0.55% of average final earnings in excess of covered compensation times years of credited service through January 1, 2005 (maximum of 35 years). There is a minimum pension amount equal to the participant's accrued pension as of December 31, 1988. Several participants have grandfathered benefits from plans that were merged into the FirstMerit plan. Effective January 1, 2007, participants who were not vested as of January 1, 2007 will no longer earn future benefits under the plan.
Early retirement	
• Eligibility	Age 55 with 15 years of service.
• Benefit	Normal retirement benefit reduced 3.0% annually for each year prior to age 65 for participants with 25 or more years of service; and reduced 3.0% annually for each year prior to age 65 but after age 62, 5.0% annually prior to age 62 for participants with less than 25 years of service.
Late retirement	
• Eligibility	A participant working beyond his normal retirement date is entitled to a late retirement benefit.
• Benefit	The benefit beginning at his actual retirement date computed as if his normal retirement date were his actual retirement date.
Deferred vested	
• Eligibility	Five years of service.
• Benefit	Accrued benefit payable as of the date of termination payable at the participant's normal retirement age or a reduced benefit commencing on or after attaining age 55 if the participant completed 15 years of service.
Disability	
• Eligibility	Participant becomes totally and permanently disabled, and has completed five years of service.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Accrued benefit based on service to normal retirement age commencing at participant's normal retirement age. Note: Effective July 1, 1993, the disability benefit has been removed from the plan.
Pre-retirement death	
• Eligibility	Five years of service.
• Benefit	Accrued benefit reduced for joint and 50% survivor form and early retirement payment.
Form of benefits	
• Automatic form for unmarried participants	Life annuity.
• Automatic form for married participants	50% joint and survivor annuity.
• Optional forms	Unmarried: Lump sum; 5-, 10-, and 15-year certain and life annuity. Married: Same optional forms as an unmarried employee, plus life annuity; 66-2/3%, 75%, and 100% joint and survivor annuity. Benefit accruals after June 1, 2004, are not eligible to be taken as a lump sum.
• Optional form conversion factors	417(e) assumptions for lump sums using interest rates for the second month immediately preceding the first day of the plan year; 6.50% and UP84 with a four year setback for members and a one year set forward for spouses for all the other payment forms.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2006, the limit is \$220,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2017, the limit is \$215,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #2, are included in this valuation.

- **Most recent plan amendments included:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation does not include increases for current participants over age 70½. There is only a small portion of the population for which this applies.

Schedule SB, Part V — Summary of Plan Provisions

- *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding
Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum benefit amounts under IRS rules were updated from 2016 to 2017.

Plan amendment #2 allowed for a special lump sum election window for deferred vested participants which occurred in 2016. An annuity purchase also occurred in 2016.

Effective December 31, 2017, this plan was merged into the Huntington Bancshares Retirement Plan.

Schedule SB, line 25 — Change in Method

A change in actuary occurred, resulting in a change in liability valuation system this year. This change did not materially affect liability amounts and qualified for automatic IRS approval under final Section 430 regulations (per Revenue Procedure 2017-56).

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation Funding

- Interest rates and mortality rates (including lump sums) were updated from 2016 to 2017 in accordance with PPA.
- The expense component of normal cost increased from \$462,034 to \$920,000 to reflect our expectations for the current plan year.
- The expected investment return decreased from 6.00% for 2016 to 5.60% for 2017 to reflect our expectations for the current plan year.
- Cash balance interest crediting rates were updated from 4.25% to rates by year to reflect capital market assumptions and expectations.
- Retirement and withdrawal were updated to include a 16% load in 2017 based on client expectations of retirement and termination after acquisition.
- The legacy Citizens percent married assumption was updated from 80% to 100% based on the plan provision allowing death benefits for all participants.