

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</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>HUNTINGTON BANCSHARES RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>01/01/1954</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>HUNTINGTON BANCSHARES INCORPORATED</u> <u>TASIA MCINTYRE</u> <u>37 WEST BROAD STREET</u> <u>HP0600</u> <u>COLUMBUS, OH 43215</u>	2b	Employer Identification Number (EIN) <u>31-0724920</u>
		2c	Plan Sponsor's telephone number <u>614-480-6327</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.	10/14/2019	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 (2018)
v. 171027

3a Plan administrator's name and address ☐ Same as Plan Sponsor HUNTINGTON BANCSHARES INC RETIREMENT COMMITTEE TASIA MCINTYRE 37 WEST BROAD STREET HP0600 COLUMBUS, OH 43215	3b Administrator's EIN 31-0883768 3c Administrator's telephone number 614-480-6327
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 13563
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 4671 6a(2) 4300 6b 3332 6c 5287 6d 12919 6e 335 6f 13254 6g 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 1C 1I 3H 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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>	
▶ 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>HUNTINGTON BANCSHARES RETIREMENT PLAN</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>HUNTINGTON BANCSHARES INCORPORATED</u>	D Employer Identification Number (EIN) <u>31-0724920</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>2018</u>	
2 Assets:	
a Market value.....	2a <u>903860450</u>
b Actuarial value	2b <u>851595201</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>3334</u> (2) Vested Funding Target <u>235635542</u> (3) Total Funding Target <u>235635542</u>
b For terminated vested participants	<u>5594</u> <u>200656999</u> <u>200656999</u>
c For active participants	<u>4671</u> <u>220577132</u> <u>226894856</u>
d Total	<u>13599</u> <u>656869673</u> <u>663187397</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>5.82 %</u>
6 Target normal cost	6 <u>2500000</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	
Signature of actuary	<u>10/07/2019</u>
<u>RACHEL A. BATTAH</u>	Date <u>17-06672</u>
Type or print name of actuary	Most recent enrollment number <u>614-227-5500</u>
<u>MERCER</u>	Telephone number (including area code)
Firm name <u>325 JOHN H. MCCONNELL BLVD. STE 350</u> <u>COLUMBUS, OH 43215-7644</u>	
Address of the firm	

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).....	105325205	1783
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).....	105325205	1783
10 Interest on line 9 using prior year's actual return of <u>14.71</u> %	15494215	166
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>6.01</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).....	120819420	1949

Part III Funding Percentages

14 Funding target attainment percentage	14	110.19%
15 Adjusted funding target attainment percentage.....	15	123.77%
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	137.43%
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: 3.92%	2nd segment: 5.52%	3rd segment: 6.29%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate	☐ Substitute
	Current regulation:	☐ 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	2500000	
b Excess assets, if applicable, but not greater than line 31a	31b	2500000	
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		
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	0	0	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	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	☐ 2008	☐ 2009	☐ 2010	☐ 2011

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan HUNTINGTON BANCSHARES RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HUNTINGTON BANCSHARES INCORPORATED	D Employer Identification Number (EIN) 31-0724920	

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
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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)

MERCER (US) INC.

30-0282430

(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?
17 27	NONE	656333	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER (US) INC.

13-2834414

(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 17	NONE	324043	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AON CONSULTING

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?
15	NONE	166712	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)

HUNTINGTON NATIONAL BANK

31-0966785

(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?
14	SUBSIDIARY	150460	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FINDLEY, INC.

34-1213174

(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?
15	NONE	114256	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRICEWATERHOUSECOOPERS

13-4008324

(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	NONE	45000	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)

BDO

13-5381590

(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	NONE	31200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BAKER & HOSTETLER

34-0082025

(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	NONE	15727	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	NONE	13911	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:	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:

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
		2018
		This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan HUNTINGTON BANCSHARES RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HUNTINGTON BANCSHARES INCORPORATED	D Employer Identification Number (EIN) 31-0724920	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	4874600	5634098
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	16558448	3880863
(2) U.S. Government securities	1c(2)	241553880	321068808
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	290632256	269004981
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	5234040	4616520
(B) Common.....	1c(4)(B)	157877719	97645181
(5) Partnership/joint venture interests	1c(5)	12989646	27210190
(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)	176034439	109973612
(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	905755028 839034253
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	3163515 643548
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	3163515 643548
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	902591513 838390705

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)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	17852982
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	
(3)	Rents	2b(3)	8776142 8776142
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	

		(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-19709259

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	41970245	
(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)		41970245
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)	1517642	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	1003662	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2521304
j Total expenses. Add all expense amounts in column (b) and enter total	2j		44491549

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-64200808
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

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: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

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		100000000
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)

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 4175611. (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 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>HUNTINGTON BANCSHARES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HUNTINGTON BANCSHARES INCORPORATED</u>	D Employer Identification Number (EIN) <u>31-0724920</u>

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	<u>0</u>
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): <u>31-6243960</u>		
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	<u>303</u>

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) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**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: 36.6 % Investment-Grade Debt: 60.0 % High-Yield Debt: _____ % Real Estate: _____ % Other: 3.4 %

- 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): _____

Huntington Bancshares

Retirement Plan

Employer ID No.: 31-0724920
Plan No.: 001

Financial Statements as of and for the
Years Ended December 31, 2018 and 2017,
Supplemental Schedules as of and for the
Year Ended December 31, 2018, and
Report of Independent Auditors

HUNTINGTON BANCSHARES RETIREMENT PLAN

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Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2018 and 2017	<u>4</u>
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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.	



Report of Independent Auditors

To the Administrator of Huntington Bancshares Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Huntington Bancshares Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, 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 the 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by The Huntington National Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2018 and 2017 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2018 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

October 11, 2019

HUNTINGTON BANCSHARES RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	2018	2017
ASSETS:		
Investments - at fair value:		
Short-term		
Money market mutual fund	\$ 3,880,863	\$ 16,558,448
United States government securities	3,994,856	4,997,167
Mutual funds	109,973,612	176,034,439
Corporate and foreign obligations	269,004,981	290,632,256
United States government securities	317,073,952	236,556,713
Preferred stock	4,616,520	5,234,040
Common stock	97,645,181	157,877,719
Limited liability partnerships	27,210,190	12,989,646
	<u>833,400,155</u>	<u>900,880,428</u>
Total investments	833,400,155	900,880,428
Accrued investment income	<u>5,634,098</u>	<u>4,874,600</u>
	<u>839,034,253</u>	<u>905,755,028</u>
Total assets	839,034,253	905,755,028
LIABILITIES:		
Accounts payable and other liabilities	643,548	98,595
Due to broker for securities purchased	<u>—</u>	<u>3,064,920</u>
	<u>643,548</u>	<u>3,163,515</u>
Total liabilities	643,548	3,163,515
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 838,390,705</u>	<u>\$ 902,591,513</u>

The accompanying notes are an integral part of these financial statements.

HUNTINGTON BANCSHARES RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
ADDITIONS:		
Dividends	\$ 8,875,025	\$ 6,253,918
Net (depreciation) appreciation in fair value of investments	(50,379,426)	89,184,504
Interest	21,795,142	16,974,444
Total (deductions) additions	(19,709,259)	112,412,866
DEDUCTIONS:		
Distributions and withdrawals	41,970,245	45,658,775
Administrative expenses	2,521,304	1,616,041
Total deductions	44,491,549	47,274,816
(DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(64,200,808)	65,138,050
NET ASSETS AVAILABLE FOR BENEFITS:		
Net assets transferred from qualified plan	—	92,370,965
Beginning of year	902,591,513	745,082,498
End of year	\$ 838,390,705	\$ 902,591,513

The accompanying notes are an integral part of these financial statements.

HUNTINGTON BANCSHARES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

1. DESCRIPTION OF THE PLAN

General — The Huntington Bancshares Retirement Plan (the “Plan”) is a noncontributory defined benefit pension plan that covers eligible employees of Huntington Bancshares Incorporated (“Huntington”) and its subsidiaries. Huntington has agreed to voluntarily contribute such amounts as are required by the Internal Revenue Code (the “Code”) and the Employee Retirement Income Security Act of 1974 (ERISA) to provide assets sufficient to meet the benefits to be paid to Plan participants. Huntington has the right under the Plan to amend and/or terminate the Plan.

Plan Merger — 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. On December 12, 2017, the Board of Directors of Huntington approved the merger of the Pension Plan for Employees of FirstMerit Corporation and Affiliates (the “FirstMerit Pension Plan”) into the Plan. The FirstMerit Pension Plan was merged into the Plan effective December 31, 2017, as permitted by the Plan document.

Administration — The Plan administrator is Huntington. Administration of the Plan has been delegated by the Plan administrator to a committee of employees appointed by the Huntington Board of Directors. The Plan’s trustee is The Huntington National Bank, Huntington’s wholly owned bank subsidiary (the “Plan trustee”). The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and the provisions of ERISA, as amended.

Funding — The funding policy is to contribute annually an amount at least equal to the minimum funding requirement under Code Section 412. The Plan also operates in compliance with the minimum funding requirements of ERISA. In 2018 and 2017, Huntington was not required to make a minimum contribution to the Plan.

Vesting — Participants’ accrued benefits are 100% vested upon completion of five years of service.

Benefits Payments — Payments may be made upon termination of employment, retirement, death or disability. Participants with five or more years of vested service, as defined by the Plan, are entitled to annual pension benefits beginning at the normal retirement age (age 65). The Plan permits a reduced monthly benefit at age 55 with 10 years of vested service. Benefits paid to participants are based on a mathematical formula that considers length of service, retirement age, and compensation received. Participants may elect to receive benefit payments monthly or, under certain defined circumstances, in a lump sum. Payments as a result of death or disability are permitted, subject to provisions of the Plan.

Plan Amendments — From time to time, the Plan has been amended and restated. No substantive changes were made to the Plan. On July 17, 2013, the Board of Directors approved and Huntington authorized an amendment to the terms of the Plan to accomplish various benefit changes, including cessation of all future benefit accruals under the Plan after December 31, 2013.

Termination of the Plan — Pursuant to the Plan document, Huntington may terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA and the Code. In the event of termination of the Plan, the assets of the Plan shall be set aside for distribution to participants and beneficiaries, to the extent sufficient, as follows: first, for the payment of vested benefits, as defined, of (1) retired participants and terminated vested participants and (2) active participants; second, for the payment of benefits not covered by the Pension Benefit Guaranty Corporation (PBGC); and third, for all other benefits under the Plan. Also, the PBGC guarantees payment of all nonforfeitable basic benefits, subject to certain limitations prescribed by ERISA. If the Plan is terminated following a change in control of Huntington, excess Plan assets may be distributed to participants. For further information about the Plan agreement, the vesting and benefit provisions, and the PBGC’s benefit guarantee, participants should refer to the Plan document and summary plan description.

HUNTINGTON BANCSHARES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation — The financial statements of the Plan are presented on the accrual basis and are prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). In preparing these financial statements, subsequent events were evaluated through October 11, 2019, the date of 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.

Risks and Uncertainties — The Plan invests in various investment securities. Investment securities in general are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are 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.

Use of Estimates — The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, and accumulated plan benefits at the date of the financial statements, and the reported amount of additions and deductions to net assets available for benefits and changes in accumulated plan benefits during the reporting period. Actual results could differ from those estimates.

Fair Value Measurements — Investments are stated at fair value. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. See Note 7 for description of valuation methods.

Purchases and sales of the investments of the Plan are recorded on the trade date.

Income Recognition — Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation includes the Plan's gains and losses on investments bought and sold, as well as investments held during the year.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

Administrative Expenses — Administrative expenses of the Plan are paid by the Plan as provided in the plan document. Expenses that are paid directly by the Company are excluded from these financial statements. In addition, certain investment related expenses are included in net appreciation (depreciation) in fair value of investments presented in the accompanying statements of changes in net assets available for benefits. The Plan sponsor provides accounting and other administrative services to the Plan at no charge.

Accumulated Plan Benefits — Accumulated plan benefits under the Plan's provisions, as described in Note 3, are those estimated future periodic payments, including lump-sum distributions, that are attributable to services rendered by the employees up to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits payable under all circumstances — retirement, death, disability, and termination of employment are included, to the extent they are deemed attributable to employee service rendered up to the valuation date.

HUNTINGTON BANCSHARES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

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 the 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, 2018, the most recent valuation date, is as follows:

Vested benefits:

Participants currently receiving payments	\$ 265,521,297
Other participants	550,268,648
Total vested benefits	815,789,945
Nonvested benefits	3,953,480
Actuarial present value of accumulated plan benefits	<u>\$ 819,743,425</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year beginning January 1, 2017, are as follows:

<i>Actuarial present value of accumulated plan benefits at January 1, 2017</i>	\$ 651,002,075
Increase/(decrease) during the year attributable to:	
Benefits accumulated and (gains) losses	795,416
Increase for interest due to decrease in discount period	33,811,492
Benefits paid	(45,658,775)
Change in actuarial assumptions	87,108,024
Other changes (1)	92,685,193
<i>Actuarial present value of accumulated plan benefits at January 1, 2018</i>	<u>\$ 819,743,425</u>

(1) Represents the liability of the FirstMerit Pension Plan merged into the Plan effective December 31, 2017.

HUNTINGTON BANCSHARES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

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 are as follows:

Assumed rate of return on investments 4.50% and 5.40% compounded annually for 2018 and 2017, respectively.

Mortality basis For 2018, RP2014 separate white collar annuitant and non-annuitant generational mortality tables backed off to 2006 and projected forward using the MP2018 projection scale.

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.

Retirement **Huntington:** Rates based on age. For terminated vested participants and post-2009 disabled participants, the assumed retirement age is either 63 or 65 depending on eligibility for early retirement. For pre-2010 disabled participants, the assumed retirement age is 65.

Legacy FirstMerit: The assumed retirement age is 62 if the participants have 15 years of service at termination or 65 if the participants does not have 15 years of service at termination.

These actuarial assumptions are 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 has received a determination letter from the Internal Revenue Service (IRS) dated January 24, 2017, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Huntington believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires the evaluation of tax positions taken by the Plan and recognition of a tax liability if the Plan has taken an uncertain tax position that is not more likely than not to be sustained upon examination by the IRS. Huntington, on behalf of the Plan, has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2018 and 2017, there are 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 is subject to routine audits; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2015.

HUNTINGTON BANCSHARES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

5. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2018 and 2017, and for the years then ended included in the Plan's financial statements, notes to financial statements, and supplemental schedule that was prepared by, or derived from, information prepared by the Plan trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Plan trustee that such information is complete and accurate.

	2018	2017
<i>Statements of net assets available for benefits:</i>		
Investments:		
Short-term		
Money market mutual fund	\$ 3,880,863	\$ 16,558,448
United States government securities	3,994,856	4,997,167
Mutual funds	109,973,612	176,034,439
Corporate and foreign obligations	269,004,981	290,632,256
United States government securities	317,073,952	236,556,713
Preferred stock	4,616,520	5,234,040
Common stock	97,645,181	157,877,719
Limited liability partnerships (1)	15,996,371	13,305,881
Accrued investment income and other receivables (2)	5,636,794	4,842,961
<i>Statements of changes in net assets available for benefits:</i>		
Dividends (2)	\$ 8,876,776	\$ 6,438,508
Total net (depreciation) appreciation in fair value of investments (1)	(62,176,104)	88,188,249
Interest (2)	21,039,175	16,328,676

- (1) The value certified by the Plan trustee, as shown here, is based on results prior to December 31, 2018. To conform with fair value accounting, the statements of net assets available for benefits and the statements of changes in net assets available for benefits has been adjusted to fair value at December 31, 2018 and 2017. See Note 7 for further information.
- (2) The values certified by the Plan trustee are accounted for on a cash basis, and to conform with accrual basis accounting, the statements of net assets available for benefits and statements of changes in net assets available for benefits has been adjusted at December 31, 2018 and 2017. See Note 1 for further information.

HUNTINGTON BANCSHARES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

6. EXEMPT PARTIES-IN-INTEREST TRANSACTIONS

The Plan held the following party-in-interest investments (at fair value) at December 31, 2018 and 2017:

	2018	2017
Equity Investments:		
Huntington Bancshares Inc. Series D Preferred Stock	\$ 4,616,520	\$ 5,234,040
Total equity investments	<u>\$ 4,616,520</u>	<u>\$ 5,234,040</u>

Parties-in-interest are defined under the Department of Labor's regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Plan transactions with parties in interest during the years ended December 31, 2018 and 2017, were as follows:

Identity	Relationship	2018	2017
Pension Benefit Guarantee Corporation	Insurance Provider	\$ 1,003,662	\$ 823,101
Mercer Human Resource Consultants	Actuary	980,376	536,781
Huntington	Administrator	150,460	153,063
Porter Wright, Morris, & Arthur	Legal Consultant	13,911	15,753
Findley Davies	Consultant	114,256	37,769
PricewaterhouseCoopers LLP	Consultant	45,000	45,000
AON Consulting	Consultant	166,712	4,390
Baker & Hostetler	Legal Consultant	15,727	184
BDO	Consultant	31,200	—
Total administrative expenses		<u>\$ 2,521,304</u>	<u>\$ 1,616,041</u>

On behalf of the Plan, Huntington paid professional fees for administration, asset custody, the audit of the Plan and certain other services.

7. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. There were no investments using Level 3 measurements under the fair value hierarchy at December 31, 2018 and 2017.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. Money market funds are valued at the closing price reported from an actively traded exchange. 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 and foreign obligations and U.S. government securities are valued using unadjusted quoted prices from active markets for similar assets. Common and preferred stock are valued using the year-end closing price as determined by a national securities exchange. The investment in the limited partnership is reported at net asset value per share as determined by the general partners of each limited partnership, based on their proportionate share of the partnership's fair value as recorded in the partnership's audited financial statements.

HUNTINGTON BANCSHARES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	Fair Value Measurements Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
December 31, 2018			
Short-term			
Money market mutual fund	\$ 3,880,863	\$ —	\$ 3,880,863
United States government securities	—	3,994,856	3,994,856
Mutual funds	109,973,612	—	109,973,612
Corporate and foreign obligations	—	269,004,981	269,004,981
United States government securities	—	317,073,952	317,073,952
Preferred stock	4,616,520	—	4,616,520
Common stock	97,645,181	—	97,645,181
Limited partnerships (1)	—	—	27,210,190
Total investments	<u>\$ 216,116,176</u>	<u>\$ 590,073,789</u>	<u>\$ 833,400,155</u>

	Fair Value Measurements Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
December 31, 2017			
Short-term			
Money market mutual fund	\$ 16,558,448	\$ —	\$ 16,558,448
United States government securities	—	4,997,167	4,997,167
Mutual funds	176,034,439	—	176,034,439
Corporate and foreign obligations	—	290,632,256	290,632,256
United States government securities	—	236,556,713	236,556,713
Preferred stock	5,234,040	—	5,234,040
Common stock	157,877,719	—	157,877,719
Limited partnership (1)	—	—	12,989,646
Total investments	<u>\$ 355,704,646</u>	<u>\$ 532,186,136</u>	<u>\$ 900,880,428</u>

(1) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

The Partnership interest represents ownership interest in a private equity fund. The net asset value per share of this investment is referenced to the fund's underlying assets, which are principally equity securities of private businesses. The value of interest held in limited partnerships is determined by the general partner.

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.

HUNTINGTON BANCSHARES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

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, 2018 and 2017.

Commitments — The Plan has investment commitments for approximately \$10 million each in two limited partnerships for a total of \$20 million. There were approximately \$530,000 and \$5,770,000 in unfunded commitments in the two limited partnerships at December 31, 2018. At December 31, 2017, there were approximately \$1,000,000 and \$7,990,000 in unfunded commitments to the two limited partnerships. The limited partnership has a no withdrawal clause with the Plan, therefore has no stated redemption policy.

SUPPLEMENTAL SCHEDULES

HUNTINGTON BANCSHARES RETIREMENT PLAN
EIN: 31-0724920
Plan Number: 001
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost ^(*)	Current value ^(*)
Short-term				
Money Market Mutual Fund:				
	Federated Treasury Obligation Fund - Institutional Shares	Money Market Fund	\$ 3,880,863	\$ 3,880,863
	Total		\$ 3,880,863	\$ 3,880,863
United States Government Securities:				
	US Treasury Bill	US Treasury Bill, 0%, 01/22/2019	3,922,886	3,994,856
	Total		\$ 3,922,886	\$ 3,994,856
Mutual Funds:				
	iShares MSCI ACWI ETF	Mutual Fund	45,366,645	45,462,942
	DFA Emerging Markets Core Equity Portfolio	Mutual Fund	15,191,326	14,175,134
	Federated International Leaders Fund	Mutual Fund	44,098,241	39,039,313
	Fidelity Advisor Small Cap Value Fund - Class I	Mutual Fund	16,442,585	11,296,223
	Total		\$ 121,098,797	\$ 109,973,612
Corporate and Foreign Obligations:				
	Bank Of Montreal	Bank Of Montreal Series MTN 2.375% 01/25/2019	252,950	249,969
	Amphenol Corp.	Amphenol Corp. 2.55% 01/30/2019	1,243,484	1,234,916
	Astrazeneca PLC	Astrazeneca PLC 1.95% 09/18/2019	152,521	148,974
	Burlington Northern Santa Fe	Burlington Northern Santa Fe 4.7% 10/01/2019	249,000	253,410
	Boeing Capital Corp.	Boeing Capital Corp. 4.7% 10/27/2019	252,020	253,983
	Exxon Mobil Corp.	Exxon Mobil Corp. 1.912% 03/06/2020	149,865	148,418
	JP Morgan Chase & Co.	JP Morgan Chase & Co. 4.4% 07/22/2020	209,348	203,615
	CVS Health Corporation	CVS Health Corporation 4.125% 05/15/2021	210,163	201,635
	Spectra Energy Partners	Spectra Energy Partners LP 4.6% 06/15/2021	210,815	202,448
	Capital One	Capital One Bank USA NA Series BKNT 2.95% 07/23/2021	2,952,630	2,953,713
	Commonwealth Edison Co.	Commonwealth Edison Co. 3.4% 09/01/2021	150,819	150,720
	Lockheed Martin Corporation	Lockheed Martin Corporation 3.35% 09/15/2021	148,425	150,615
	PSEG Power	PSEG Power LLC 4.15% 09/15/2021	149,790	151,678
	BP Capital	BP Capital Markets PLC 3.561% 11/01/2021	2,101,040	2,012,960
	Xstrata Plc.	Xstrata Finance Canada Series 144A Priv Placement 4.95% 11/01/2021	2,174,540	2,050,936
	Occidental Petroleum Corp.	Occidental Petroleum Corp. 3.125% 02/15/2022	141,918	139,368
	Wells Fargo & Company	Wells Fargo & Company 3.5% 03/08/2022	252,720	248,780
	Phillips 66	Phillips 66 Series 144A Priv Placement 4.3% 04/01/2022	2,150,780	2,053,662
	Goldman Sachs Group	Goldman Sachs Group Inc. 3% 04/26/2022	249,405	241,831
	Baltimore Gas & Electric	Baltimore Gas & Electric 2.8% 08/15/2022	2,001,040	1,954,260
	Manitoba Province	Manitoba Province Cn 2.1% 09/06/2022	2,991,740	2,916,057
	United Parcel Service	United Parcel Service 2.45% 10/01/2022	149,850	146,067
	British Columbia Province	British Columbia Province 2% 10/23/2022	2,985,000	2,920,473
	General Dynamics Corp.	General Dynamics Corp. 2.25% 11/15/2022	247,391	240,911

NetApp Inc.	NetApp Inc. 3.25% 12/15/2022	2,003,220	1,960,136
Pepsico Inc.	Pepsico Inc. 2.75% 03/01/2023	150,968	147,571
Loews Corp.	Loews Corp. 2.625% 05/15/2023	1,907,800	1,947,240
Realty Income Corp.	Realty Income Corp. 4.65% 08/01/2023	2,080,640	2,081,182
Starbucks Corp.	Starbucks Corp. 3.85% 10/01/2023	1,521,030	1,517,609
BP Capital	BP Capital Markets PLC 3.814% 02/10/2024	144,487	140,305
Union Pacific Corp.	Union Pacific Corp. Private Placement Series 144A 3.646% 02/15/2024	1,996,360	2,007,198
Rockwell Collins Inc.	Rockwell Collins Inc. 3.2% 03/15/2024	4,055,411	3,802,528
Metlife Inc.	Metlife Inc. 3.6% 04/10/2024	151,958	150,166
Enbridge Inc.	Enbridge Inc. 3.5% 06/10/2024	2,964,030	2,904,801
Air Products & Chemicals	Air Products & Chemicals 3.35% 07/31/2024	2,251,643	2,212,857
Verizon Communications	Verizon Communications 3.5% 11/01/2024	153,794	148,142
Kimberly-Clark Corp.	Kimberly-Clark Corp. 2.65% 03/01/2025	148,155	142,776
Textron Inc.	Textron Inc. 3.875% 03/01/2025	4,940,392	4,674,436
Nutrien LTD	Nutrien LTD 3% 04/01/2025	152,149	138,242
QualComm Inc.	QualComm Inc 3.45% 05/20/2025	1,953,500	1,913,926
Key Bank NA	Key Bank NA 3.3% 06/01/2025	1,955,140	1,956,062
JP Morgan Chase & Co.	JP Morgan Chase & Co. 3.9% 07/15/2025	495,313	495,513
Rolls-Royce PLC	Rolls-Royce PLC Private Placement Series 144A 3.625% 10/14/2025	2,034,900	1,910,334
Schwab (Charles) Corp.	Schwab (Charles) Corp. 3.45% 02/13/2026	2,043,520	1,979,104
Discover Bank	Discover Bank Series BKNT 4.25% 03/13/2026	153,146	146,291
Hershey Co.	Hershey Co. 2.3% 08/15/2026	950,860	913,674
CBOE Holdings Inc.	CBOE Holdings Inc. 3.65% 01/12/2027	2,778,543	2,628,860
Parker-Hannifin	Parker-Hannifin Corp. Series WI 3.25% 03/01/2027	2,521,939	2,391,318
Union Pacific Corp.	Union Pacific Corp. 3% 04/15/2027	3,036,972	2,829,483
US Bancorp	US Bancorp 3.15% 04/24/2027	5,016,505	4,794,960
American Express	American Express Credit Co Series MTN 3.3% 05/03/2027	1,130,735	1,086,754
Costco Wholesale Corp.	Costco Wholesale Corp. 3% 05/18/2027	1,003,134	959,307
PNC Financial Services	PNC Financial Services 3.15% 05/19/2027	4,975,100	4,793,710
Activision Blizzard Inc.	Activision Blizzard Inc. 3.4% 06/15/2027	1,308,372	1,204,191
Burlington North Santa Fe	Burlington North Santa Fe 3.25% 06/15/2027	2,330,216	2,206,548
Walt Disney Co.	Walt Disney Co Series MTN 2.95% 06/15/2027	1,001,287	953,274
American Water	American Water 2.95% 09/01/2027	1,000,850	931,691
Quebec Province	Quebec Province CDA 7.5% 09/15/2029	1,521,620	1,378,598
IBM Corp.	IBM Corp. 5.875% 11/29/2032	4,493,873	4,106,102
Dow Chemical	Dow Chemical 03/2005 554.25% 10/01/2034	2,070,380	1,798,562
Parker-Hannifin	Parker-Hannifin Series MTN 4.2% 11/21/2034	1,904,882	1,776,867
Florida Power and Light	Florida Power and Light 4.95% 06/01/2035	2,381,740	2,213,988
Sysco Corp.	Sysco Corp. DTD 09/22/05 5.375% 09/21/2035	3,988,025	3,483,736
Dover Corp.	Dover Corp. 5.375% 10/15/2035	3,661,170	3,275,616
Visa Inc.	Visa Inc. 4.15% 12/14/2035	2,111,040	2,068,156
Canadian Natural Resources	Canadian Natural Resources 6.5% 02/15/2037	2,300,320	2,227,198
Honeywell International Inc.	Honeywell International Inc. 5.7% 03/15/2037	2,657,940	2,418,766
Eaton Corp.	Eaton Corp. 5.8% 03/15/2037	2,541,860	2,186,840
Northern States Power Co.	Northern States Power Co. 6.2% 07/01/2037	4,062,091	3,868,135
Wachovia Bank	Wachovia Bank Series BKNT 6.6% 01/15/2038	4,116,310	3,712,917
Carolina Power & Light	Carolina Power & Light 6.3% 04/01/2038	2,952,460	3,349,577
Duke Energy Carolinas	Duke Energy Carolinas 6.05% 04/15/2038	1,968,615	1,828,022

Oracle Corporation	Oracle Corporation 6.5% 04/15/2038	4,267,410	3,726,111
JP Morgan Chase & Co., Corp.	JP Morgan Chase & Co. Corp. Bond 6.4% 05/15/2038	3,977,300	3,705,948
Conoco Phillips	Conoco Phillips 6.5% 02/01/2039	2,656,280	2,488,204
CISCO Systems	CISCO Systems 5.9% 02/15/2039	2,550,200	2,457,436
Boeing Co.	Boeing Co. 5.875% 02/15/2040	2,640,800	2,742,674
United Technologies Corp.	United Technologies Corp. 5.7% 04/15/2040	2,465,307	2,142,641
General Mills Inc.	General Mills Inc. 5.4% 06/15/2040	2,509,700	1,996,480
Microsoft Corp.	Microsoft Corp. 4.5% 10/01/2040	4,460,500	4,286,204
Travelers Cos Inc.	Travelers Cos Inc. 5.35% 11/01/2040	2,187,700	2,287,986
Oklahoma Gas & Elec Co.	Oklahoma Gas & Elec Co. 5.25% 05/15/2041	1,097,860	1,140,117
Caterpillar Inc.	Caterpillar Inc. 5.2% 05/27/2041	2,453,460	2,228,288
Burlington North Santa Fe	Burlington North Santa Fe 5.4% 06/01/2041	2,379,940	2,268,192
Applied Materials Inc.	Applied Materials Inc. 5.85% 06/15/2041	3,707,010	3,522,279
Southwestern Pub Service Co.	Southwestern Pub Service Co. 4.5% 08/15/2041	1,179,411	1,227,023
Norfolk Southern Corp.	Norfolk Southern Corp. 4.837% 10/01/2041	1,637,340	1,584,435
Gilead Sciences Inc.	Gilead Sciences Inc. 5.65% 12/01/2041	2,500,180	2,201,038
John Sevier Comb Cycle	John Sevier Comb Cycle 4.626% 01/15/2042	3,169,955	2,930,015
BHP Billiton Fin USA LTD	BHP Billiton Fin USA LTD 4.125% 02/24/2042	2,132,720	1,911,928
Westar Energy Inc.	Westar Energy Inc. 4.125% 03/01/2042	1,536,365	1,404,559
Corning Inc.	Corning Inc. 4.75% 03/15/2042	2,136,700	1,926,808
Berkshire Hathaway	Berkshire Hathaway Fin 4.4% 05/15/2042	2,131,000	2,039,984
United Technologies Corp.	United Technologies Corp. 4.5% 06/01/2042	2,063,540	1,898,914
Deere & Co.	Deere & Co. 3.9% 06/09/2042	2,090,510	1,933,144
Anheuser-Busch Inbev	Anheuser-Busch Inbev Wor 3.75% 07/15/2042	1,524,900	1,173,497
Metlife Inc.	Metlife Inc. 4.125% 08/13/2042	3,013,110	2,810,859
Pepsico Inc.	Pepsico Inc. 3.6% 08/13/2042	1,930,860	1,845,672
Rio Tinto Fin USA LTD	Rio Tinto Fin USA LTD 4.125% 08/21/2042	2,008,160	1,928,794
Shell International Finance	Shell International Finance 3.625% 08/21/2042	2,004,000	1,808,888
Illinois Tool Works Inc.	Illinois Tool Works Inc. 3.9% 09/01/2042	3,011,610	2,966,157
Merck & Co. Inc.	Merck & Co. Inc. 3.6% 09/15/2042	2,045,320	1,885,846
Walgreen Co.	Walgreen Co. 4.4% 09/15/2042	2,024,400	1,762,548
Astrazeneca PLC	Astrazeneca PLC 4% 09/18/2042	3,068,820	2,705,184
United Health Group Inc.	United Health Group Inc. 3.95% 10/15/2042	1,849,580	1,919,266
American Water Cap Corp.	American Water Cap Corp. 4.3% 12/01/2042	4,449,880	3,974,332
Intel Corp.	Intel Corp. 4.25% 12/15/2042	3,033,150	2,972,841
Sherwin-Williams Co.	Sherwin-Williams Co. 4% 12/15/2042	2,035,920	1,687,022
Wisconsin Electric Power Co.	Wisconsin Electric Power Co. 3.65% 12/15/2042	1,999,260	1,826,126
Precision Castparts Corp.	Precision Castparts Corp 3.9% 01/15/2043	2,036,700	1,889,208
Wellpoint Inc.	Wellpoint Inc. 4.65% 01/15/2043	2,042,700	1,945,300
Enterprise Products	Enterprise Products Oper 4.45% 02/15/2043	1,919,720	1,833,430
Abbott Laboratories	Abbott Laboratories 4.75% 04/15/2043	1,528,299	1,605,638
McDonalds Corp.	McDonalds Corp. Series MTN 3.625% 05/01/2043	1,816,540	1,696,986
Apple Inc.	Apple Inc. 3.85% 05/04/2043	1,968,820	1,898,622
Allstate Corp.	Allstate Corp. 4.5% 06/15/2043	1,027,538	1,037,663
South Carolina Elec. & Gas Co.	South Carolina Elec. & Gas Co. 4.6% 06/15/2043	2,029,160	2,032,154
Cummins Inc	Cummins Inc. 4.875% 10/01/2043	3,677,744	3,485,285
Trans-Canada	Trans-Canada PL 5% 10/16/2043	2,142,913	2,056,632
Consolidated Edison Co.	Consolidated Edison Co. NY 4.45% 03/15/2044	2,081,300	2,005,600
Apple Inc.	Apple Inc. 4.45% 05/06/2044	4,447,000	4,114,564
Hasbro Inc.	Hasbro Inc. 5.1% 05/15/2044	2,044,240	1,792,230

Stryker Corp.	Stryker Corp. 4.375% 05/15/2044	1,958,660	1,926,062
Nationwide Financial Services	Nationwide Financial Services Private Placement Series 144A 5.3% 11/18/2044	2,049,820	2,106,290
Home Depot Inc.	Home Depot Inc. 4.4% 03/15/2045	1,147,170	1,006,021
Smucker (J.M.) Co.	Smucker (J.M.) Co. 4.375% 03/15/2045	1,951,700	1,779,974
Grainger WW Inc.	Grainger WW Inc. 4.6% 06/15/2045	2,282,940	2,065,022
Blackstone Holdings	Blackstone Holdings Fina Private Placement Series 14A 4.45% 07/15/2045	1,984,490	1,857,686
Danaher Corp.	Danaher Corp 4.375% 09/15/2045	2,269,920	2,087,442
Visa Inc.	Visa Inc. 4.3% 12/14/2045	2,083,000	2,063,608
IBM Corp.	IBM Corp. 4.7% 02/19/2046	2,560,510	2,255,479
Intel Corp.	Intel Corp. 4.1% 05/19/2046	2,118,720	1,958,142
Boeing Co.	Boeing Co. 3.375% 06/15/2046	1,801,100	1,761,272
Nike Inc.	Nike Inc. 3.375% 11/01/2046	1,794,780	1,763,352
Mastercard Inc.	Mastercard Inc. 3.8% 11/21/2046	3,145,770	2,888,028
Archer-Daniels-Midland Company	Archer-Daniels-Midland Co 3.75% A 09/15/2047	3,064,920	2,686,590
Honeywell International Inc.	Honeywell International Inc. Private Placement Series 144A 3.812% 11/21/2047	3,156,197	2,365,024
AT&T Inc.	AT&T Inc. 4.5% 03/09/2048	3,964,489	3,378,438
Verizon Communications	Verizon Communications 5.012% 04/15/2049	4,047,755	3,353,131
Total		\$ 286,896,422	\$ 269,004,981
United States Government Securities:			
Federal Home Lending Mortgage Corp.	Federal Home Lending Mortgage Corp. 3.75% 03/27/2019	248,625	250,750
Federal Home Lending Mortgage Corp.	Federal Home Lending Mortgage Corp. 1.25% 10/02/2019	250,245	247,460
Federal Home Loan Bank	Federal Home Loan Bank 4.125% 03/13/2020	501,513	508,824
U.S. Treasury	U.S. Treasury N/B 1.125% 07/31/2021	248,721	241,563
U.S. Treasury	U.S. Treasury N/B 2% 07/31/2022	250,434	245,898
U.S. Treasury	U.S. Treasury N/B 1.625% 11/15/2022	1,472,998	1,451,953
U.S. Treasury	U.S. Treasury N/B 2% 02/15/2023	8,198,203	8,088,868
Federal Farm Credit Bank	Federal Farm Credit Bank 2.45% 06/06/2023	252,046	248,462
U.S. Treasury	U.S. Treasury N/B 2.375% 08/15/2024	250,376	247,773
U.S. Treasury	U.S. Treasury N/B 2.25% 11/15/2024	2,910,338	2,851,063
U.S. Treasury	U.S. Treasury N/B 2.125% 05/15/2025	250,910	243,320
U.S. Treasury	U.S. Treasury N/B 2% 08/15/2025	493,633	482,109
Federal National Mortgage Association	Federal National Mortgage Association 2.125% 04/24/2026	229,014	214,503
U.S. Treasury	U.S. Treasury N/B 1.625% 05/15/2026	249,736	233,516
U.S. Treasury	U.S. Treasury 6.25% 05/15/2030	7,710,938	6,710,156
U.S. Treasury	U.S. Treasury 5.375% 02/15/2031	24,574,469	21,862,813
Federal Farm Credit Bank	Federal Farm Credit Bank 2.90% 06/28/2032	4,913,950	4,791,060
Federal Home Lending Mortgage Corp.	Federal Home Lending Mortgage Corp. 6.25% 07/15/2032	8,517,960	8,040,000
U.S. Treasury	U.S. Treasury N/B 4.5% 02/15/2036	26,948,142	24,872,656
Federal Home Lending Mortgage Corp.	Federal Home Loan Bank 5.5% 07/15/2036	2,782,540	2,575,772
U.S. Treasury	U.S. Treasury 4.75% 02/15/2037	16,927,950	15,305,626
U.S. Treasury	U.S. Treasury 4.375% 02/15/2038	2,094,719	2,085,422
U.S. Treasury	U.S. Treasury 4.5% 05/15/2038	1,629,621	1,620,328
Tennessee Valley Authority	Tennessee Valley Authority 5.5% 06/15/2038	2,794,020	2,537,694
U.S. Treasury	U.S. Treasury 3.5% 02/15/2039	3,407,699	3,395,953
U.S. Treasury	U.S. Treasury N/B 4.375% 05/15/2040	5,719,813	5,653,688
U.S. Treasury	U.S. Treasury N/B 3.875% 08/15/2040	3,137,801	3,104,578

U.S. Treasury	U.S. Treasury N/B 4.25% 11/15/2040	3,432,844	3,387,125
U.S. Treasury	U.S. Treasury N/B 4.75% 02/15/2041	4,200,375	4,138,500
U.S. Treasury	U.S. Treasury 4.375% 02/15/2041	1,501,219	1,478,625
U.S. Treasury	U.S. Treasury N/B 3% 05/15/2042	6,758,112	6,518,281
U.S. Treasury	U.S. Treasury N/B 2.75% 08/15/2042	14,670,703	14,374,218
Tennessee Valley Authority	Tennessee Valley Authority 3.5% 12/15/2042	1,949,880	1,983,662
U.S. Treasury	U.S. Treasury N/B 3.75% 11/15/2043	7,815,219	7,690,375
U.S. Treasury	U.S. Treasury N/B 3.625% 02/15/2044	7,780,559	7,660,078
U.S. Treasury	U.S. Treasury N/B 3.375% 05/15/2044	9,551,367	9,489,625
U.S. Treasury	U.S. Treasury N/B 3.125% 08/15/2044	7,251,016	7,154,218
U.S. Treasury	U.S. Treasury N/B 2.5% 02/15/2045	13,639,226	13,247,220
U.S. Treasury	U.S. Treasury N/B 3% 05/15/2045	9,495,937	9,002,813
U.S. Treasury	U.S. Treasury N/B 2.875% 08/15/2045	3,455,566	3,416,875
U.S. Treasury	U.S. Treasury N/B 3% 11/15/2045	5,519,883	5,500,859
U.S. Treasury	U.S. Treasury N/B 2.5% 02/15/2046	20,506,695	19,370,343
U.S. Treasury	U.S. Treasury N/B 2.5% 05/15/2046	4,389,562	4,342,500
U.S. Treasury	U.S. Treasury N/B 2.25% 08/15/2046	5,628,086	5,569,688
U.S. Treasury	U.S. Treasury N/B 2.875% 11/15/2046	43,300,349	44,070,000
U.S. Treasury	U.S. Treasury N/B 3% 02/15/2047	2,424,187	2,400,750
U.S. Treasury	U.S. Treasury N/B 3% 05/15/2047	17,789,703	17,380,968
U.S. Treasury	U.S. Treasury N/B 2.75% 08/15/2047	4,704,000	4,655,765
U.S. Treasury	U.S. Treasury N/B 2.75% 11/15/2047	3,168,387	3,132,937
U.S. Treasury	U.S. Treasury N/B 3% 08/15/2048	2,922,891	2,996,719
Total		\$ 328,822,180	\$ 317,073,952
Preferred Stock:			
** Huntington Bancshares Inc. Series D Preferred Stock	Preferred Stock	4,685,526	4,616,520
Total		\$ 4,685,526	\$ 4,616,520
Common Stock:			
Accenture PLC Class A	Common Stock	1,431,388	1,699,171
Alphabet Inc. Class A	Common Stock	2,111,571	2,455,656
Amazon.com Inc.	Common Stock	2,398,032	2,102,758
American Express	Common Stock	1,832,122	1,696,696
Analog Devices Inc.	Common Stock	1,667,037	2,038,463
Anthem Inc.	Common Stock	3,757,602	3,886,924
AT&T Inc.	Common Stock	1,714,969	1,290,008
Automatic Data Processing	Common Stock	2,081,711	2,766,632
Baxter International Inc.	Common Stock	1,635,550	1,984,473
Berkshire Hathaway Inc. Class B	Common Stock	1,770,407	2,337,861
Capital One Financial Corp.	Common Stock	2,328,455	2,003,135
Chubb Limited	Common Stock	1,900,716	1,711,635
ConocoPhillips	Common Stock	2,113,917	1,957,790
Consolidated Edison Inc.	Common Stock	1,417,521	1,360,988
Constellation Brands Inc. Class A	Common Stock	2,089,448	2,122,824
Costco Wholesale Corp.	Common Stock	1,832,580	2,322,294
Dollar Tree Inc.	Common Stock	1,692,600	1,607,696
Ecolab Inc.	Common Stock	1,475,515	1,488,235
Edwards Lifesciences Corp.	Common Stock	2,182,674	3,048,083
Eog Resources Inc.	Common Stock	2,142,566	1,787,805
Facebook Inc. Class A	Common Stock	1,907,718	1,559,971
Fedex Corp.	Common Stock	1,711,961	1,290,640

Fiserv Inc.	Common Stock	1,887,936	2,660,338
Home Depot Inc.	Common Stock	1,433,911	1,752,564
HP Inc.	Common Stock	1,750,921	1,458,798
Illinois Tool Works	Common Stock	1,679,898	1,672,308
Johnson & Johnson	Common Stock	2,073,978	1,935,750
JP Morgan Chase & Co.	Common Stock	2,131,051	3,072,101
Lockheed Martin Corp.	Common Stock	1,487,950	1,256,832
M & T Bank Corp.	Common Stock	1,810,502	1,806,587
Mccormick & Co., Inc.	Common Stock	1,982,809	2,770,876
McDonalds Corp.	Common Stock	1,630,967	1,793,457
Microsoft Corp.	Common Stock	2,289,028	3,681,405
Nextera Energy Inc.	Common Stock	2,262,220	3,146,142
Northrop Grumman Corp.	Common Stock	1,462,718	1,481,645
O'Reilly Automotive Inc.	Common Stock	1,654,630	2,685,774
Parker Hannifin Corp.	Common Stock	2,318,003	1,715,110
Prologis Inc.	Common Stock	2,573,616	2,266,592
Rockwell Automation, Inc.	Common Stock	1,773,326	1,715,472
Ross Stores Inc.	Common Stock	1,885,687	2,408,640
Texas Instruments Inc.	Common Stock	1,509,286	1,791,626
Thermo Fisher Scientific Inc.	Common Stock	2,163,803	2,954,028
UnitedHealth Group Inc.	Common Stock	2,328,062	2,217,168
Valero Energy Corp.	Common Stock	2,022,354	2,263,269
Visa Inc. Class A Shares	Common Stock	2,091,588	2,942,261
Wal-Mart Stores Inc.	Common Stock	1,744,999	1,676,700
Total		\$ 89,145,303	\$ 97,645,181
Limited Partnerships:			
Drive Capital Fund I, L.P.	Limited Liability Partnership	9,109,722	23,389,157
Drive Capital Fund II (TE), L.P.	Limited Liability Partnership	4,234,726	3,821,033
Total		\$ 13,344,448	\$ 27,210,190
Total Investments		\$ 851,796,425	\$ 833,400,155

Note: This schedule includes those assets required to be reported under ERISA Section 2520.103-11 and Form 5500 Schedule H, Line 4i.

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

(**) Indicates a party-in-interest investment.

Schedule SB, line 26 — Schedule of Active Participant Data

ATTAINED AGE	YEARS OF CREDITED SERVICE (AT PLAN FREEZE ON OR BEFORE DECEMBER 31, 2013)										
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & UP	TOTAL
Under 25											
25-29		6	8								14
30-34	2	54	159	17							232
		111	191								
		2,278	0								
35-39	3	87	342	142	21						595
		151	259	430	609						
		3,858	11,504	12,421	0						
40-44	4	75	299	136	77	4					595
		209	318	540	678						
		5,030	12,348	13,523	0						
45-49	3	70	314	156	160	53	9				765
		344	357	677	978	1,415					
		8,049	22,572	19,655	20,564	34,028					
50-54	2	72	317	127	168	90	39	7			822
		300	377	821	981	1,318	1,936				
		10,964	15,242	30,547	35,131	47,075	64,099				
55-59	4	74	298	140	140	63	75	48	9		851
		279	386	703	1,062	1,531	1,872	2,157			
		4,995	20,921	24,399	40,356	25,436	36,464	43,421			
60-64	1	41	235	96	75	62	42	34	26	3	615
		309	357	806	921	1,371	1,728	2,653	2,011		
		5,353	22,609	36,600	59,987	44,782	44,464	53,530	35,349		
65-69		6	63	28	27	9	6	6	5	1	151
			397	633	1,150						
			44,463	11,689	52,955						
70 & up		3	18	1	3	3		1	2		31
Total	19	488	2,053	843	671	284	171	96	42	4	4,671
											637
											22,848

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 (for select FirstMerit plan participants). 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, 2018 FUNDING VALUATION****DISCOUNT RATE SPONSOR ELECTIONS**

- Segment rates or full yield curve Segment

- Look-back months 0

	<u>Stabilized</u>	<u>Non-stabilized</u>
• First 5 years	3.92%	1.81%
• Next 15 years	5.52%	3.68%
• Over 20 years	6.29%	4.53%

Mortality sponsor elections

- Healthy and disabled participants Section 403(h)(3) prescribed separate static annuitant and non-annuitant mortality tables. These tables are based on the IRS-defined 2006 Base Tables with static mortality improvement based on the IRS methodology and projection scale MP-2016.

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 2018, 3.00% in 2019, 3.50% in 2020, and 4.00% thereafter
- Whipsaw calculations No

Calculation of lump sums Lump sums are assumed to be paid using a select and ultimate set of segment rates. See the table of rates below. In addition, lump sums are based upon the applicable 417(e) mortality table for 2018 and an estimated lump sum mortality table for 2019 and beyond based on the estimated generational RP-2014 combined (annuitant and non-annuitant) mortality table, backed off to 2006, blended 50% male, 50% female, and the MP-2017 projection scale.

Other economic assumptions

- Salary increases Not applicable
- Social Security taxable wage base increases Not applicable
- Inflation 2.20% per year
- Expected investment return 6.10% per year for Huntington for 2016, 6.00% per year for FirstMerit for 2016, 5.60% per year for both Huntington and FirstMerit for 2017, and 4.80% per year for 2018.
- Expenses \$2,500,000 added to current year normal cost.

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

- **Withdrawal** Huntington: rates are based on 2003 Society of Actuaries Turnover study plus 4%.
FirstMerit: rates based on age.
See table of sample rates.
- **Disability incidence** Huntington: 60% of the 1985 Pension Disability Table (Class 1); they are based on a participant's attained age and sex. See table of sample rates.
FirstMerit: None.
- **Retirement age** Huntington rates based on age.

Attained age	Percentage
Under 55	0%
55 - 61	10%
62	15%
63 - 65	20%
66 - 70	35%
71 and above	100%

Legacy FirstMerit (Under 25 years of Service)

Attained age	Percentage
Under 55	0%
55 - 59	7%
60 - 61	15%
62	30%
63 - 64	25%
65	30%
66 - 69	25%
70 and above	100%

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

Legacy FirstMerit (Over 25 years of Service)		
	Attained age	Percentage
	Under 55	0%
	55 - 59	10%
	60 - 61	15%
	62	30%
	63 - 64	25%
	65	30%
	66 - 69	25%
	70 and above	100%
Legacy Citizens		
	Attained age	Percentage
	Under 55	0%
	55 - 61	5%
	62	35%
	63 - 64	20%
	65	70%
	66 - 69	50%
	70 and above	100%
• Benefit commencement age for		
Huntington: Future vested deferred	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.	
Legacy FirstMerit: Future vested deferred	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: Future vested deferred	62	
Huntington: Current vested deferred	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.	
Legacy FirstMerit and Legacy Citizens: Current vested deferred	63	
Huntington: Post-2009 disabled	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.	
Huntington: Pre-2010 disabled	65	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
Huntington and Legacy Citizens: Percentage married	100%	100%
Legacy FirstMerit: Percentage married	85%	85%

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

Spouse age difference	3 years younger		3 years older	
Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>100% J&S</u>	<u>50% J&S</u>
• Huntington active retirements/retirement-eligible disabled	75%	15%	10%	0%
• Legacy FirstMerit participants active retirements	90%*	10%	0%	0%
• Legacy Citizens participants active retirements	80%	20%	0%	0%
• Huntington future vested deferred/not-retirement-eligible disabled	55%	22.5%	22.5%	0%
• Legacy FirstMerit and Citizens future vested deferred and current vested deferred	0%	100%	0%	0%
• Huntington current vested deferred	0%	50%	50%	0%
• Future deaths	0%	0%	0%	100%
• Huntington pre-2010 disabled	0%	100%	0%	0%
* Partial lump sum/life annuity				
Unpredictable contingent event assumptions	Not applicable.			

Table of Sample Rates

HUNTINGTON - WITHDRAWAL RATE	
ATTAINED AGE	ANNUAL PERCENTAGE OF TURNOVER
20	21.46%
30	16.19%
40	11.00%
50	9.63%
60	6.20%

LEGACY CITIZENS - WITHDRAWAL RATE		
ATTAINED AGE	MALE - ANNUAL PERCENTAGE OF TURNOVER	FEMALE - ANNUAL PERCENTAGE OF TURNOVER
20	14.94%	44.49%
30	6.91%	19.86%

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

40	2.81%	9.74%
50	0.40%	3.33%
60	0.00%	0.26%

LEGACY FIRSTMERIT - WITHDRAWAL RATE	
ATTAINED AGE	ANNUAL PERCENTAGE OF TURNOVER
20	35.50%
30	20.30%
40	9.00%
50	3.70%
60	3.30%

HUNTINGTON - DISABILITY INCIDENCE		
ATTAINED AGE	MALE	FEMALE
30	0.03%	0.05%
35	0.04%	0.08%
40	0.07%	0.13%
45	0.12%	0.19%
50	0.21%	0.32%
55	0.43%	0.57%
60	0.75%	0.70%

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 for investment expenses (dependent upon asset size and allocation) 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

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

assumption (30-year Nominal Yield Curve) using capital market assumptions as published in Mercer Investment Consulting's *Capital Market Outlook*.

RATIONALE FOR DEMOGRAPHIC ASSUMPTIONS

- **Huntington Withdrawal** – Termination rates were developed based on an experience study undertaken in 2016 using data from 2011 through 2015. The tables used are based on the 2003 Society of Actuaries Turnover Study plus 4%. The assumption will be reviewed annually for reasonability to ensure this table produces a reasonable approximation of the rates of termination expected to be experienced by the plan.
- **FirstMerit Withdrawal** – Termination rates reflect plan experience.
- **Huntington Disability incidence** – The disability incidence table is based on the Conference of Consulting Actuaries 1985 Pension Disability Study Class 1 rates multiplied by 60% because the plan's disability requirements are less stringent than Social Security Disability, which was the basis of the 1985 study.
- **Huntington Retirement age** – The retirement rates are based on an experience study undertaken in 2016 using data from 2011 through 2015. The expectation is that the future retirement patterns and circumstances of the employer will not differ significantly from the period studied.
- **FirstMerit 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. Deferred vested participants are assumed to take their benefit at the ages provided above based on plan experience.
- **Huntington Benefit commencement age** – The benefit commencement ages are based on an experience study undertaken in 2016 using data from 2011 through 2015. The expectation is that the future age at which benefit commencement occurs will not differ significantly from the period studied.
- **FirstMerit Benefit commencement age** – Plan participants are assumed to take their benefit at the ages provided above based on plan experience.
- **Huntington Spouse assumptions** – 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 is based on the actuary's experience with many plans.
- **FirstMerit 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.
- **Huntington Forms of payment** – The assumptions regarding the form of payment are reviewed annually for experience. The current assumption is supported by actual experience of the plan using data from 2011 through 2015.
- **FirstMerit Forms of payment** – The assumptions regarding the forms 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.

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

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.

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- 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 (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

► **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 HUNTINGTON BANCSHARES RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HUNTINGTON BANCSHARES INCORPORATED	D Employer Identification Number (EIN) 31-0724920	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other		
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>2018</u>			
2 Assets:			
a Market value.....	2a	903,860,450	
b Actuarial value.....	2b	851,595,201	
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	3,334	235,635,542	235,635,542
b For terminated vested participants	5,594	200,656,999	200,656,999
c For active participants	4,671	220,577,132	226,894,856
d Total	13,599	656,869,673	663,187,397
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	5.82%	
6 Target normal cost	6	2,500,000	

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		<u>10/07/19</u>
	Signature of actuary	Date
	RACHEL A. BATTAH	1706672
	Type or print name of actuary	Most recent enrollment number
	MERCER	614-227-5500
	Firm name	Telephone number (including area code)
	325 JOHN H. MCCONNELL BLVD. STE 350	
	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) 2018
v. 171027

Part II	Beginning of Year Carryover and Prefunding Balances
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		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	105,325,205	1,783
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).....	105,325,205	1,783
10	Interest on line 9 using prior year's actual return of <u>14.71%</u>	15,494,215	166
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>6.01%</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).....	120,819,420	1,949

Part III Funding Percentages

14	Funding target attainment percentage	14	110 . 19%
15	Adjusted funding target attainment percentage.....	15	123 . 77%
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	137 . 43%
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

Frequency: thousands of tons of plastic per 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: 3.92 %	2nd segment: 5.52 %	3rd segment: 6.29 %	☐ N/A, full yield curve used	
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) Prior regulation: ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				
Current regulation: ☐ 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	2,500,000
b Excess assets, if applicable, but not greater than line 31a		31b	2,500,000
32 Amortization installments:		Outstanding Balance	
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	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	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	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	
☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	

Schedule SB, line 7 — Explanation of Credit Balance Discrepancy

The Pension Plan for Employees of FirstMerit Corporation and Affiliates (FirstMerit) merged with the Huntington Bancshares Retirement Plan (Huntington) effective December 31, 2017. The tables below show the carryover balance and prefunding balance for items 7 – 13 for each plan separately, as well as the total amounts for the plan after the merge. Note that the total 'actual return' percentage is displayed to two decimal places in the Schedule SB.

SCHEDULE SB CARRYOVER BALANCE ITEM	Huntington (31-0724920/001)	FirstMerit (34-1339938/001)	TOTAL
7a	\$91,727,080	\$13,598,125	\$105,325,205
8a	0	0	0
9a	91,727,080	13,598,125	105,325,205
(actual return)	15.51%	9.32%	14.71083%
10a	14,226,870	1,267,345	15,494,215
11a	0	0	0
12a	0	0	0
13a	\$105,953,950	\$14,865,470	\$120,819,420

SCHEDULE SB PREFUNDING BALANCE ITEM	Huntington (31-0724920/001)	FirstMerit (34-1339938/001)	TOTAL
7b	\$0	\$1,783	\$1,783
8b	0	0	0
9b	0	1,783	1,783
(actual return)	15.51%	9.32%	9.32000%
10b	0	166	166
11b	0	0	0
12b	0	0	0
13b	\$0	\$1,949	\$1,949

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.

(1) Huntington Bancshares

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(A) x (D)
55	10%	100,000	10,000	550,000
56	10%	90,000	9,000	504,000
57	10%	81,000	8,100	461,700
58	10%	72,900	7,290	422,820
59	10%	65,610	6,561	387,099
60	10%	59,049	5,905	354,294
61	10%	53,144	5,314	324,179
62	15%	47,830	7,174	444,816
63	20%	40,655	8,131	512,256
64	20%	32,524	6,505	416,310
65	20%	26,019	5,204	338,252
66	35%	20,815	7,285	480,838
67	35%	13,530	4,736	317,280
68	35%	8,795	3,078	209,310
69	35%	5,716	2,001	138,052
70	35%	3,716	1,300	91,034
71	100%	2,415	2,415	171,479
Total			100,000	6,123,719
Average				61.24

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

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

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(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***(3) Legacy FirstMerit (Over 25 years of Service)**

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(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***(4) Legacy Citizens**

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(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)	(4)	
Weighted Average	61.24	61.37	60.66	62.01	
Count	3,775	431	173	292	
Weighted Average Retirement Age					61.28

*Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***ACTUARIAL ASSUMPTIONS FOR JANUARY 1, 2018 FUNDING VALUATION****DISCOUNT RATE SPONSOR ELECTIONS**

• Segment rates or full yield curve	Segment
• Look-back months	0
	<u>Stabilized</u> <u>Non-stabilized</u>
• First 5 years	3.92% 1.81%
• Next 15 years	5.52% 3.68%
• Over 20 years	6.29% 4.53%
Mortality sponsor elections	
• Healthy and disabled participants	Section 403(h)(3) prescribed separate static annuitant and non-annuitant mortality tables. These tables are based on the IRS-defined 2006 Base Tables with static mortality improvement based on the IRS methodology and projection scale MP-2016.
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 2018, 3.00% in 2019, 3.50% in 2020, and 4.00% thereafter
• Whipsaw calculations	No
Calculation of lump sums	Lump sums are assumed to be paid using a select and ultimate set of segment rates. See the table of rates below. In addition, lump sums are based upon the applicable 417(e) mortality table for 2018 and an estimated lump sum mortality table for 2019 and beyond based on the estimated generational RP-2014 combined (annuitant and non-annuitant) mortality table, backed off to 2006, blended 50% male, 50% female, and the MP-2017 projection scale.
Other economic assumptions	
• Salary increases	Not applicable
• Social Security taxable wage base increases	Not applicable
• Inflation	2.20% per year
• Expected investment return	6.10% per year for Huntington for 2016, 6.00% per year for FirstMerit for 2016, 5.60% per year for both Huntington and FirstMerit for 2017, and 4.80% per year for 2018.
• Expenses	\$2,500,000 added to current year normal cost.

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

- **Withdrawal** Huntington: rates are based on 2003 Society of Actuaries Turnover study plus 4%.
FirstMerit: rates based on age.
See table of sample rates.
- **Disability incidence** Huntington: 60% of the 1985 Pension Disability Table (Class 1); they are based on a participant's attained age and sex. See table of sample rates.
FirstMerit: None.
- **Retirement age** Huntington rates based on age.

Attained age	Percentage
Under 55	0%
55 - 61	10%
62	15%
63 - 65	20%
66 - 70	35%
71 and above	100%

Legacy FirstMerit (Under 25 years of Service)

Attained age	Percentage
Under 55	0%
55 - 59	7%
60 - 61	15%
62	30%
63 - 64	25%
65	30%
66 - 69	25%
70 and above	100%

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

Legacy FirstMerit (Over 25 years of Service)		
	Attained age	Percentage
	Under 55	0%
	55 - 59	10%
	60 - 61	15%
	62	30%
	63 - 64	25%
	65	30%
	66 - 69	25%
	70 and above	100%
Legacy Citizens		
	Attained age	Percentage
	Under 55	0%
	55 - 61	5%
	62	35%
	63 - 64	20%
	65	70%
	66 - 69	50%
	70 and above	100%
• Benefit commencement age for		
Huntington: Future vested deferred	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.	
Legacy FirstMerit: Future vested deferred	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: Future vested deferred	62	
Huntington: Current vested deferred	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.	
Legacy FirstMerit and Legacy Citizens: Current vested deferred	63	
Huntington: Post-2009 disabled	63 if have 10 years of service at termination/65 if do not have 10 years of service at termination.	
Huntington: Pre-2010 disabled	65	
• Spouse assumptions	Male participants	Female participants
Huntington and Legacy Citizens: Percentage married	100%	100%
Legacy FirstMerit: Percentage married	85%	85%

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Spouse age difference	3 years younger		3 years older	
Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>100% J&S</u>	<u>50% J&S</u>
• Huntington active retirements/retirement-eligible disabled	75%	15%	10%	0%
• Legacy FirstMerit participants active retirements	90%*	10%	0%	0%
• Legacy Citizens participants active retirements	80%	20%	0%	0%
• Huntington future vested deferred/not-retirement-eligible disabled	55%	22.5%	22.5%	0%
• Legacy FirstMerit and Citizens future vested deferred and current vested deferred	0%	100%	0%	0%
• Huntington current vested deferred	0%	50%	50%	0%
• Future deaths	0%	0%	0%	100%
• Huntington pre-2010 disabled	0%	100%	0%	0%
* Partial lump sum/life annuity				
Unpredictable contingent event assumptions	Not applicable.			

Table of Sample Rates

HUNTINGTON - WITHDRAWAL RATE	
ATTAINED AGE	ANNUAL PERCENTAGE OF TURNOVER
20	21.46%
30	16.19%
40	11.00%
50	9.63%
60	6.20%

LEGACY CITIZENS - WITHDRAWAL RATE		
ATTAINED AGE	MALE - ANNUAL PERCENTAGE OF TURNOVER	FEMALE - ANNUAL PERCENTAGE OF TURNOVER
20	14.94%	44.49%
30	6.91%	19.86%

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40	2.81%	9.74%
50	0.40%	3.33%
60	0.00%	0.26%

LEGACY FIRSTMERIT - WITHDRAWAL RATE	
ATTAINED AGE	ANNUAL PERCENTAGE OF TURNOVER
20	35.50%
30	20.30%
40	9.00%
50	3.70%
60	3.30%

HUNTINGTON - DISABILITY INCIDENCE		
ATTAINED AGE	MALE	FEMALE
30	0.03%	0.05%
35	0.04%	0.08%
40	0.07%	0.13%
45	0.12%	0.19%
50	0.21%	0.32%
55	0.43%	0.57%
60	0.75%	0.70%

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 for investment expenses (dependent upon asset size and allocation) 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

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assumption (30-year Nominal Yield Curve) using capital market assumptions as published in Mercer Investment Consulting's *Capital Market Outlook*.

RATIONALE FOR DEMOGRAPHIC ASSUMPTIONS

- **Huntington Withdrawal** – Termination rates were developed based on an experience study undertaken in 2016 using data from 2011 through 2015. The tables used are based on the 2003 Society of Actuaries Turnover Study plus 4%. The assumption will be reviewed annually for reasonability to ensure this table produces a reasonable approximation of the rates of termination expected to be experienced by the plan.
- **FirstMerit Withdrawal** – Termination rates reflect plan experience.
- **Huntington Disability incidence** – The disability incidence table is based on the Conference of Consulting Actuaries 1985 Pension Disability Study Class 1 rates multiplied by 60% because the plan's disability requirements are less stringent than Social Security Disability, which was the basis of the 1985 study.
- **Huntington Retirement age** – The retirement rates are based on an experience study undertaken in 2016 using data from 2011 through 2015. The expectation is that the future retirement patterns and circumstances of the employer will not differ significantly from the period studied.
- **FirstMerit 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. Deferred vested participants are assumed to take their benefit at the ages provided above based on plan experience.
- **Huntington Benefit commencement age** – The benefit commencement ages are based on an experience study undertaken in 2016 using data from 2011 through 2015. The expectation is that the future age at which benefit commencement occurs will not differ significantly from the period studied.
- **FirstMerit Benefit commencement age** – Plan participants are assumed to take their benefit at the ages provided above based on plan experience.
- **Huntington Spouse assumptions** – 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 is based on the actuary's experience with many plans.
- **FirstMerit 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.
- **Huntington Forms of payment** – The assumptions regarding the form of payment are reviewed annually for experience. The current assumption is supported by actual experience of the plan using data from 2011 through 2015.
- **FirstMerit Forms of payment** – The assumptions regarding the forms 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.

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

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.

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- 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****Huntington Bancshares**

Huntington Bancshares effective date	Effective January 1, 1954. Restated January 1, 1986. Board resolution effective January 1, 1993, brings Huntington Federal Savings Bank employees into the plan. Board resolution effective January 1, 1994, brings employees of Railroadmen's Federal Savings and Loan Association, CB&T Financial Corporation, First National Bank of Morgantown, First Bank of Lafayette, and Charter Oak Financial Corporation into the plan. Board resolution effective January 1, 1995, brings employees of First Federal Bank for Savings of Northern Kentucky into the plan. Board resolution effective May 16, 1995, brings the Reliance Bank of Florida employees into the plan. Board resolution effective May 1, 1995, brings the Security National Bank employees into the plan. Board resolution effective April 1, 1996, brings the Peoples Bank of Lakeland employees into the plan. Board resolution effective June 30, 1996, brings the Seminole Bank of Florida employees into the plan. Board resolution effective May 1, 1997, brings the Citizens National Bank of Leesburg into the plan. Board resolution effective December 31, 1997, brings First Michigan Bank into the plan. Board resolution effective May 31, 1998, brings Barnett Bank into the plan. Board resolution effective December 31, 2000, brings Empire National Bank into the plan. Board resolution effective March 1, 2006 brings Unizan Bank into the plan. Board resolution effective July 1, 2007 brings Sky Bank into the plan. Board resolution effective March 31, 2010 brings Perpetual Savings Bank into the plan. Board resolution effective December 31, 2017 brings FirstMerit Corporation into the plan.
Most recent amendment	Last amended effective December 31, 2017.
Status of the plan	The plan is frozen so there are no ongoing benefit accruals. Participants hired prior to January 1, 2010 earned accruals through December 31, 2013. New employees hired on or after January 1, 2010 are not eligible to participate in the plan. Rehires on or after January 1, 2010 will continue to earn Service for vesting purposes for the prior benefit earned, but will not earn any additional benefits. Effective December 31, 2013, the plan is frozen and no participants will earn benefits in the plan in future years. Colleagues will continue to earn Service for vesting purposes after December 31, 2013.
Significant events that occurred during the year	Effective December 31, 2017, the Pension Plan for Employees of FirstMerit Corporation and Affiliates 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 Employee shall become a Participant on the January 1 or July 1 following the later of his completion of one (1) year of Continuous Employment and his twenty-first (21 st) birthday. Effective December 31, 2009, the plan is frozen to new entrants such that no colleagues hired on or after January 1, 2010 will be permitted to enter the plan. Colleagues rehired on or after January 1, 2010 will continue to earn Service for vesting purposes for the prior benefit earned, but will not earn any additional benefits.
• Employee contributions	None

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• Service considered	A Participant's Service and Credited Service are his latest period of continuous employment with the employer. Credited Service is frozen effective December 31, 2013.
• Monthly compensation	For pay earned prior to January 1, 2000, Participant's compensation is his salary, excluding bonuses, overtime pay, and other irregular payments. For pay earned after December 31, 1999, a Participant's compensation is his base salary plus 50% of short-term bonuses and overtime pay. Compensation is limited as described in section 401(a)(17) of the Internal Revenue Code.
• Final average compensation	The average monthly compensation during the highest five consecutive Plan years. Final average compensation is frozen effective December 31, 2013.
NORMAL RETIREMENT	
• Eligibility	A Participant may retire upon attainment of the later of age 65 or five (5) years of service.

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- **Benefit**

A monthly benefit payable for life of the Participant equal to (1) + (2) + (3) + (4) + (5) + (6) + (7)

 1. For service prior to July 1, 1999, 1.25% of Final Average Compensation times years of Credited Service not in excess of 25 years. The 1.25% increases to 1.30% for Participants born in 1938 to 1954 and 1.35% for Participants born after 1954.
 2. For service prior to July 1, 1999, 0.75% of Final Average Compensation in excess of Covered Compensation times years of Credited Service not in excess of 25 years. The 0.75% decreases to 0.70% for Participants born in 1938 to 1954 and to 0.65% for Participants born after 1954.
 3. For service between June 30, 1999 and December 31, 2009, 1.00% of Final Average Compensation times years of Credited Service not in excess of 25 years (including years in part (1) above).
 4. For service between June 30, 1999 and December 31, 2009, 0.65% of Final Average Compensation in excess of Covered Compensation times years of Credited Service not in excess of 25 years (including years in part (2) above).
 5. For service prior to January 1, 2010, 1.00% of the Participant's Final Average Compensation multiplied by his Credited Service in excess of 25 years up to 15 additional years.
 6. For service between December 31, 2009 and December 31, 2013, 1.00% of the Participant's Monthly Compensation, up to a total of 40 years of service (40-year limitation on years of Credited Service includes years in part (1) through (5) above).
 7. The participant's frozen merged plan benefit calculated as the frozen benefit using the terms of the merged plan. Such merged benefit will be added to the benefit determined above which will use credited service after the merger date.

No benefits will be earned in the plan after December 31, 2013.

EARLY RETIREMENT

- **Eligibility**

A Participant may retire early upon attainment of age 55 and ten (10) years of Service.

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- **Benefit** The portion of the Accrued Retirement Pension from (1), (3) and (5) reduced prior to Normal Retirement by the Part A factors in the table below and the portion from (2), (4) and (6) reduced prior to Normal Retirement by the Part B factors in the table below. The factors used for (7) will be based on similar accrual-based concepts.

Early Retirement Reduction table

If payment		
starts at age:	Part A factors	Part B factors
64	0.97	0.92
63	0.94	0.84
62	0.91	0.76
61	0.88	0.71
60	0.85	0.66
59	0.82	0.63
58	0.79	0.60
57	0.76	0.56
56	0.73	0.52
55	0.70	0.48

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** After 5 years of Service, the Participant is entitled to 100% of the accrued pension.
- **Benefit** The monthly pension computed according to the formula for normal retirement with compensation and Credited Service for benefit accrual purposes stopping at the termination of employment or December 31, 2013, if earlier. If the benefit commences early (a Participant must attain age 55 and have ten (10) years of service to do so), the same factors shown under the early retirement benefit above are used to determine the benefit.

DISABILITY

- **Eligibility** Determination of total and permanent disability under any long term disability program sponsored by the Bank. The Normal Retirement Benefit as of the date of disability will be payable at age 65. If the participant is eligible to retire at the date of disability, benefits may commence immediately under the provisions for early, normal or late retirement, as applicable. Participants who became disabled prior to January 1, 2010, continue to accrue benefits during the period of disability until age 65 or December 31, 2013, if earlier, according to the benefit formula. At age 65, the Participant will receive a full normal retirement pension determined as of age 65 or December 31, 2013, if earlier.

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• Benefit	Credited Service will continue to be granted during the period of disability, for those Participants who became disabled prior to January 1, 2010, until age 65 or December 31, 2013, if earlier. At age 65, the Participant will receive a full normal retirement pension determined as of age 65 or December 31, 2013, if earlier.
PRE-RETIREMENT DEATH	
• Eligibility	On the death of any Participant who has not yet retired and who has a vested benefit under the Plan, a pension will become payable to the Participant's spouse or other elected beneficiary as of the date of the Participant's death.
• Benefit	The monthly pension payable for the life of the spouse or other elected beneficiary is 50% of the monthly pension the Participant would have received under the qualified joint and survivor pension assuming that benefits commence following the later of the date of the death or the Participant's earliest retirement age. A non-spouse beneficiary must receive the pre-retirement death benefit in the form of a lump sum payment. The spouse may elect a lump sum or a monthly life annuity.
FORM OF BENEFITS	
• Automatic form for unmarried participants	Single Life Annuity
• Automatic form for married participants	50% Joint and Survivor Annuity
• Optional forms	<ul style="list-style-type: none"> • 50%, 75%, 100% Joint and Survivor Annuity • Single Life Annuity • 5-year and 10-year Certain and Life Annuity • Effective January 1, 2014: Unlimited lump sum for those who retire or terminate from active status; a 60-day window for lump sum payment is offered to participants. After 60 days, the right to the lump sum is forfeited unless the value was less than \$10,000 when originally calculated. <p>Prior to January 1, 2014: Deferred Vested participants were only eligible for a lump sum if the value was less than \$10,000.</p>
• Optional form conversion factors	IRC Section 417(e) mortality and interest rates for the month of August immediately preceding the first day of the plan year for all 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 2013, the limit was \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2018, the limit is \$220,000.
• Administration	Plan sponsor
• Funding medium	Trust

*Schedule SB, Part V — Summary of 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, the Pension Plan for Employees of FirstMerit Corporation and Affiliates 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.
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.
• Early commencement reductions (grandfathered accrued benefit)	

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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.			
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.			

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• 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. Lump sum available if a participant had at least 10 years of service. 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	IRC Section 417(e) mortality and interest rates for the month of August immediately preceding the first day of the plan year for all 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 2018, the limit is \$220,000.

Legacy FirstMerit

Effective date and plan year	Original plan: November 1, 1952. Effective December 31, 2017, the Pension Plan for Employees of FirstMerit Corporation and Affiliates 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.
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.

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• Credited service	<p>Prior to January 1, 1989, the total of a participant's continuous years of full-time employment through December 31, 1988.</p> <p>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.</p> <p>Effective January 1, 2007, participants who were not vested as of January 1, 2007 will no longer earn future benefits under the plan.</p>
• 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.

NORMAL RETIREMENT

• Eligibility	Age 65 with five years of service.
• Benefit	<p>The sum of:</p> <p>1% of average final earnings times years of credited service after January 1, 2005 (maximum of 40 years total credited service);</p> <p>Plus</p> <p>1.35% of average final earnings times years of credited service through January 1, 2005 (maximum of 40 years);</p> <p>Plus</p> <p>0.55% of average final earnings in excess of covered compensation times years of credited service through January 1, 2005 (maximum of 35 years).</p> <p>There is a minimum pension amount equal to the participant's accrued pension as of December 31, 1988.</p> <p>Several participants have grandfathered benefits from plans that were merged into the FirstMerit plan.</p> <p>Effective January 1, 2007, participants who were not vested as of January 1, 2007 will no longer earn future benefits under the plan.</p>

EARLY RETIREMENT

• Eligibility	Age 55 with 15 years of service.
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• 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.
• 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 30, 2004, are not eligible to be taken as a lump sum.
• Optional form conversion factors	IRC Section 417(e) mortality and interest rates for the month of August immediately preceding the first day of the plan year for all 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 2018, the limit is \$220,000.

*Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded**

Unless noted below, all benefits provided by the plan, as restated and amended through December 31, 2017, 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.
 - *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 Sections 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 percent 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.

Schedule SB, Part V — Summary of Plan Provisions

- *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

- The Pension Plan for Employees of FirstMerit Corporation and Affiliates was merged into the Huntington Bancshares Retirement Plan December 31, 2017.
- The actuarial equivalence definition was changed to IRC Section 417(e) mortality and interest rate assumptions effective January 1, 2018.
- Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2017 to 2018.

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 2017 to 2018 in accordance with PPA.
- The expense component of normal cost increased from \$1,640,000 to \$2,500,000 to reflect our expectations for the current plan year, including the FirstMerit plan merger effective December 31, 2017.
- The expected investment return decreased from 5.60% for 2017 to 4.80% for 2018 to reflect our expectations for the current plan year.
- Cash balance interest crediting rates were updated from 3.00% to 2.75% in 2018, from 3.50% to 3.00% in 2019, from 4.25% to 3.50% in 2020 and from 4.25% to 4.00% thereafter. This was done to reflect capital market assumptions and expectations.

Schedule SB, line 25 — Change in Method

METHOD CHANGES SINCE PRIOR VALUATION

Funding

Due to the merger of the Pension Plan for Employees of FirstMerit Corporation and Affiliates into the Huntington Bancshares Retirement Plan, the interest rate methodology for the FirstMerit liability was changed from a four-month lookback to a zero-month lookback. This change qualifies for automatic IRS approval under Revenue Procedure 2017-56.

Schedule SB, line 26 — Schedule of Active Participant Data

ATTAINED AGE	YEARS OF CREDITED SERVICE (AT PLAN FREEZE ON OR BEFORE DECEMBER 31, 2013)										
	<1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & UP	TOTAL
Under 25											
25–29		6	8								14
30–34	2	54	159	17							232
		111	191								
		2,278	0								
35–39	3	87	342	142	21						595
		151	259	430	609						
		3,858	11,504	12,421	0						
40–44	4	75	299	136	77	4					595
		209	318	540	678						
		5,030	12,348	13,523	0						
45–49	3	70	314	156	160	53	9				765
		344	357	677	978	1,415					
		8,049	22,572	19,655	20,564	34,028					
50–54	2	72	317	127	168	90	39	7			822
		300	377	821	981	1,318	1,936				
		10,964	15,242	30,547	35,131	47,075	64,099				
55–59	4	74	298	140	140	63	75	48	9		851
		279	386	703	1,062	1,531	1,872	2,157			
		4,995	20,921	24,399	40,356	25,436	36,464	43,421			
60–64	1	41	235	96	75	62	42	34	26	3	615
		309	357	806	921	1,371	1,728	2,653	2,011		
		5,353	22,609	36,600	59,987	44,782	44,464	53,530	35,349		
65–69		6	63	28	27	9	6	6	5	1	151
			397	633	1,150						
			44,463	11,689	52,955						
70 & up		3	18	1	3	3		1	2		31
Total	19	488	2,053	843	671	284	171	96	42	4	4,671
											637
											22,848

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 (for select FirstMerit plan participants). Average frozen monthly accrued benefit and cash balance amount are not shown for cells with fewer than 20 participants.

Schedule SB, line 7 — Explanation of Credit Balance Discrepancy

The Pension Plan for Employees of FirstMerit Corporation and Affiliates (FirstMerit) merged with the Huntington Bancshares Retirement Plan (Huntington) effective December 31, 2017. The tables below show the carryover balance and prefunding balance for items 7 – 13 for each plan separately, as well as the total amounts for the plan after the merge. Note that the total 'actual return' percentage is displayed to two decimal places in the Schedule SB.

SCHEDULE SB CARRYOVER BALANCE ITEM	Huntington (31-0724920/001)	FirstMerit (34-1339938/001)	TOTAL
7a	\$91,727,080	\$13,598,125	\$105,325,205
8a	0	0	0
9a	91,727,080	13,598,125	105,325,205
(actual return)	15.51%	9.32%	14.71083%
10a	14,226,870	1,267,345	15,494,215
11a	0	0	0
12a	0	0	0
13a	\$105,953,950	\$14,865,470	\$120,819,420

SCHEDULE SB PREFUNDING BALANCE ITEM	Huntington (31-0724920/001)	FirstMerit (34-1339938/001)	TOTAL
7b	\$0	\$1,783	\$1,783
8b	0	0	0
9b	0	1,783	1,783
(actual return)	15.51%	9.32%	9.32000%
10b	0	166	166
11b	0	0	0
12b	0	0	0
13b	\$0	\$1,949	\$1,949

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.

(1) Huntington Bancshares

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(A) x (D)
55	10%	100,000	10,000	550,000
56	10%	90,000	9,000	504,000
57	10%	81,000	8,100	461,700
58	10%	72,900	7,290	422,820
59	10%	65,610	6,561	387,099
60	10%	59,049	5,905	354,294
61	10%	53,144	5,314	324,179
62	15%	47,830	7,174	444,816
63	20%	40,655	8,131	512,256
64	20%	32,524	6,505	416,310
65	20%	26,019	5,204	338,252
66	35%	20,815	7,285	480,838
67	35%	13,530	4,736	317,280
68	35%	8,795	3,078	209,310
69	35%	5,716	2,001	138,052
70	35%	3,716	1,300	91,034
71	100%	2,415	2,415	171,479
Total			100,000	6,123,719
Average				61.24

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

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

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(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				6,137,326
Average				61.37

*Schedule SB, line 22 — Description of Weighted Average Retirement Age***(3) Legacy FirstMerit (Over 25 years of Service)**

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(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

(4) Legacy Citizens

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(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)	(4)	
Weighted Average	61.24	61.37	60.66	62.01	
Count	3,775	431	173	292	
Weighted Average Retirement Age					61.28

*Schedule SB, Part V — Summary of Plan Provisions***SUMMARY OF MAJOR PLAN PROVISIONS****Huntington Bancshares**

Huntington Bancshares effective date	Effective January 1, 1954. Restated January 1, 1986. Board resolution effective January 1, 1993, brings Huntington Federal Savings Bank employees into the plan. Board resolution effective January 1, 1994, brings employees of Railroadmen's Federal Savings and Loan Association, CB&T Financial Corporation, First National Bank of Morgantown, First Bank of Lafayette, and Charter Oak Financial Corporation into the plan. Board resolution effective January 1, 1995, brings employees of First Federal Bank for Savings of Northern Kentucky into the plan. Board resolution effective May 16, 1995, brings the Reliance Bank of Florida employees into the plan. Board resolution effective May 1, 1995, brings the Security National Bank employees into the plan. Board resolution effective April 1, 1996, brings the Peoples Bank of Lakeland employees into the plan. Board resolution effective June 30, 1996, brings the Seminole Bank of Florida employees into the plan. Board resolution effective May 1, 1997, brings the Citizens National Bank of Leesburg into the plan. Board resolution effective December 31, 1997, brings First Michigan Bank into the plan. Board resolution effective May 31, 1998, brings Barnett Bank into the plan. Board resolution effective December 31, 2000, brings Empire National Bank into the plan. Board resolution effective March 1, 2006 brings Unizan Bank into the plan. Board resolution effective July 1, 2007 brings Sky Bank into the plan. Board resolution effective March 31, 2010 brings Perpetual Savings Bank into the plan. Board resolution effective December 31, 2017 brings FirstMerit Corporation into the plan.
Most recent amendment	Last amended effective December 31, 2017.
Status of the plan	The plan is frozen so there are no ongoing benefit accruals. Participants hired prior to January 1, 2010 earned accruals through December 31, 2013. New employees hired on or after January 1, 2010 are not eligible to participate in the plan. Rehires on or after January 1, 2010 will continue to earn Service for vesting purposes for the prior benefit earned, but will not earn any additional benefits. Effective December 31, 2013, the plan is frozen and no participants will earn benefits in the plan in future years. Colleagues will continue to earn Service for vesting purposes after December 31, 2013.
Significant events that occurred during the year	Effective December 31, 2017, the Pension Plan for Employees of FirstMerit Corporation and Affiliates 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 Employee shall become a Participant on the January 1 or July 1 following the later of his completion of one (1) year of Continuous Employment and his twenty-first (21 st) birthday. Effective December 31, 2009, the plan is frozen to new entrants such that no colleagues hired on or after January 1, 2010 will be permitted to enter the plan. Colleagues rehired on or after January 1, 2010 will continue to earn Service for vesting purposes for the prior benefit earned, but will not earn any additional benefits.
• Employee contributions	None

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• Service considered	A Participant's Service and Credited Service are his latest period of continuous employment with the employer. Credited Service is frozen effective December 31, 2013.
• Monthly compensation	For pay earned prior to January 1, 2000, Participant's compensation is his salary, excluding bonuses, overtime pay, and other irregular payments. For pay earned after December 31, 1999, a Participant's compensation is his base salary plus 50% of short-term bonuses and overtime pay. Compensation is limited as described in section 401(a)(17) of the Internal Revenue Code.
• Final average compensation	The average monthly compensation during the highest five consecutive Plan years. Final average compensation is frozen effective December 31, 2013.

NORMAL RETIREMENT

• Eligibility	A Participant may retire upon attainment of the later of age 65 or five (5) years of service.
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- **Benefit**

A monthly benefit payable for life of the Participant equal to (1) + (2) + (3) + (4) + (5) + (6) + (7)

 1. For service prior to July 1, 1999, 1.25% of Final Average Compensation times years of Credited Service not in excess of 25 years. The 1.25% increases to 1.30% for Participants born in 1938 to 1954 and 1.35% for Participants born after 1954.
 2. For service prior to July 1, 1999, 0.75% of Final Average Compensation in excess of Covered Compensation times years of Credited Service not in excess of 25 years. The 0.75% decreases to 0.70% for Participants born in 1938 to 1954 and to 0.65% for Participants born after 1954.
 3. For service between June 30, 1999 and December 31, 2009, 1.00% of Final Average Compensation times years of Credited Service not in excess of 25 years (including years in part (1) above).
 4. For service between June 30, 1999 and December 31, 2009, 0.65% of Final Average Compensation in excess of Covered Compensation times years of Credited Service not in excess of 25 years (including years in part (2) above).
 5. For service prior to January 1, 2010, 1.00% of the Participant's Final Average Compensation multiplied by his Credited Service in excess of 25 years up to 15 additional years.
 6. For service between December 31, 2009 and December 31, 2013, 1.00% of the Participant's Monthly Compensation, up to a total of 40 years of service (40-year limitation on years of Credited Service includes years in part (1) through (5) above).
 7. The participant's frozen merged plan benefit calculated as the frozen benefit using the terms of the merged plan. Such merged benefit will be added to the benefit determined above which will use credited service after the merger date.

No benefits will be earned in the plan after December 31, 2013.

EARLY RETIREMENT

- **Eligibility**

A Participant may retire early upon attainment of age 55 and ten (10) years of Service.

Schedule SB, Part V — Summary of Plan Provisions

- **Benefit** The portion of the Accrued Retirement Pension from (1), (3) and (5) reduced prior to Normal Retirement by the Part A factors in the table below and the portion from (2), (4) and (6) reduced prior to Normal Retirement by the Part B factors in the table below. The factors used for (7) will be based on similar accrual-based concepts.

Early Retirement Reduction table

If payment		
starts at age:	Part A factors	Part B factors
64	0.97	0.92
63	0.94	0.84
62	0.91	0.76
61	0.88	0.71
60	0.85	0.66
59	0.82	0.63
58	0.79	0.60
57	0.76	0.56
56	0.73	0.52
55	0.70	0.48

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** After 5 years of Service, the Participant is entitled to 100% of the accrued pension.
- **Benefit** The monthly pension computed according to the formula for normal retirement with compensation and Credited Service for benefit accrual purposes stopping at the termination of employment or December 31, 2013, if earlier. If the benefit commences early (a Participant must attain age 55 and have ten (10) years of service to do so), the same factors shown under the early retirement benefit above are used to determine the benefit.

DISABILITY

- **Eligibility** Determination of total and permanent disability under any long term disability program sponsored by the Bank. The Normal Retirement Benefit as of the date of disability will be payable at age 65. If the participant is eligible to retire at the date of disability, benefits may commence immediately under the provisions for early, normal or late retirement, as applicable. Participants who became disabled prior to January 1, 2010, continue to accrue benefits during the period of disability until age 65 or December 31, 2013, if earlier, according to the benefit formula. At age 65, the Participant will receive a full normal retirement pension determined as of age 65 or December 31, 2013, if earlier.

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• Benefit	Credited Service will continue to be granted during the period of disability, for those Participants who became disabled prior to January 1, 2010, until age 65 or December 31, 2013, if earlier. At age 65, the Participant will receive a full normal retirement pension determined as of age 65 or December 31, 2013, if earlier.
PRE-RETIREMENT DEATH	
• Eligibility	On the death of any Participant who has not yet retired and who has a vested benefit under the Plan, a pension will become payable to the Participant's spouse or other elected beneficiary as of the date of the Participant's death.
• Benefit	The monthly pension payable for the life of the spouse or other elected beneficiary is 50% of the monthly pension the Participant would have received under the qualified joint and survivor pension assuming that benefits commence following the later of the date of the death or the Participant's earliest retirement age. A non-spouse beneficiary must receive the pre-retirement death benefit in the form of a lump sum payment. The spouse may elect a lump sum or a monthly life annuity.
FORM OF BENEFITS	
• Automatic form for unmarried participants	Single Life Annuity
• Automatic form for married participants	50% Joint and Survivor Annuity
• Optional forms	<ul style="list-style-type: none"> • 50%, 75%, 100% Joint and Survivor Annuity • Single Life Annuity • 5-year and 10-year Certain and Life Annuity • Effective January 1, 2014: Unlimited lump sum for those who retire or terminate from active status; a 60-day window for lump sum payment is offered to participants. After 60 days, the right to the lump sum is forfeited unless the value was less than \$10,000 when originally calculated. <p>Prior to January 1, 2014: Deferred Vested participants were only eligible for a lump sum if the value was less than \$10,000.</p>
• Optional form conversion factors	IRC Section 417(e) mortality and interest rates for the month of August immediately preceding the first day of the plan year for all 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 2013, the limit was \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2018, the limit is \$220,000.
• Administration	Plan sponsor
• Funding medium	Trust

*Schedule SB, Part V — Summary of 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, the Pension Plan for Employees of FirstMerit Corporation and Affiliates 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.
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.
• Early commencement reductions (grandfathered accrued benefit)	

Schedule SB, Part V — Summary of Plan Provisions

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 SSNRA" 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.			
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.			

Schedule SB, Part V — Summary of Plan Provisions

• 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. Lump sum available if a participant had at least 10 years of service. 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	IRC Section 417(e) mortality and interest rates for the month of August immediately preceding the first day of the plan year for all 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 2018, the limit is \$220,000.

Legacy FirstMerit

Effective date and plan year	Original plan: November 1, 1952. Effective December 31, 2017, the Pension Plan for Employees of FirstMerit Corporation and Affiliates 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.
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.

Schedule SB, Part V — Summary of Plan Provisions

• Credited service	<p>Prior to January 1, 1989, the total of a participant's continuous years of full-time employment through December 31, 1988.</p> <p>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.</p> <p>Effective January 1, 2007, participants who were not vested as of January 1, 2007 will no longer earn future benefits under the plan.</p>
• 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.
NORMAL RETIREMENT	
• Eligibility	Age 65 with five years of service.
• Benefit	<p>The sum of:</p> <p>1% of average final earnings times years of credited service after January 1, 2005 (maximum of 40 years total credited service);</p> <p>Plus</p> <p>1.35% of average final earnings times years of credited service through January 1, 2005 (maximum of 40 years);</p> <p>Plus</p> <p>0.55% of average final earnings in excess of covered compensation times years of credited service through January 1, 2005 (maximum of 35 years).</p> <p>There is a minimum pension amount equal to the participant's accrued pension as of December 31, 1988.</p> <p>Several participants have grandfathered benefits from plans that were merged into the FirstMerit plan.</p> <p>Effective January 1, 2007, participants who were not vested as of January 1, 2007 will no longer earn future benefits under the plan.</p>
EARLY RETIREMENT	
• Eligibility	Age 55 with 15 years of service.

Schedule SB, Part V — Summary of Plan Provisions

• 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.
• 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 30, 2004, are not eligible to be taken as a lump sum.
• Optional form conversion factors	IRC Section 417(e) mortality and interest rates for the month of August immediately preceding the first day of the plan year for all 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 2018, the limit is \$220,000.

*Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded**

Unless noted below, all benefits provided by the plan, as restated and amended through December 31, 2017, 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.
 - *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 Sections 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 percent 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.

Schedule SB, Part V — Summary of Plan Provisions

- *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

- The Pension Plan for Employees of FirstMerit Corporation and Affiliates was merged into the Huntington Bancshares Retirement Plan December 31, 2017.
- The actuarial equivalence definition was changed to IRC Section 417(e) mortality and interest rate assumptions effective January 1, 2018.
- Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2017 to 2018.

HUNTINGTON BANCSHARES RETIREMENT PLAN
EIN: 31-0724920
Plan Number: 001
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost ^(*)	Current value ^(*)
Short-term				
Money Market Mutual Fund:				
	Federated Treasury Obligation Fund - Institutional Shares	Money Market Fund	\$ 3,880,863	\$ 3,880,863
	Total		\$ 3,880,863	\$ 3,880,863
United States Government Securities:				
	US Treasury Bill	US Treasury Bill, 0%, 01/22/2019	3,922,886	3,994,856
	Total		\$ 3,922,886	\$ 3,994,856
Mutual Funds:				
	iShares MSCI ACWI ETF	Mutual Fund	45,366,645	45,462,942
	DFA Emerging Markets Core Equity Portfolio	Mutual Fund	15,191,326	14,175,134
	Federated International Leaders Fund	Mutual Fund	44,098,241	39,039,313
	Fidelity Advisor Small Cap Value Fund - Class I	Mutual Fund	16,442,585	11,296,223
	Total		\$ 121,098,797	\$ 109,973,612
Corporate and Foreign Obligations:				
	Bank Of Montreal	Bank Of Montreal Series MTN 2.375% 01/25/2019	252,950	249,969
	Amphenol Corp.	Amphenol Corp. 2.55% 01/30/2019	1,243,484	1,234,916
	Astrazeneca PLC	Astrazeneca PLC 1.95% 09/18/2019	152,521	148,974
	Burlington Northern Santa Fe	Burlington Northern Santa Fe 4.7% 10/01/2019	249,000	253,410
	Boeing Capital Corp.	Boeing Capital Corp. 4.7% 10/27/2019	252,020	253,983
	Exxon Mobil Corp.	Exxon Mobil Corp. 1.912% 03/06/2020	149,865	148,418
	JP Morgan Chase & Co.	JP Morgan Chase & Co. 4.4% 07/22/2020	209,348	203,615
	CVS Health Corporation	CVS Health Corporation 4.125% 05/15/2021	210,163	201,635
	Spectra Energy Partners	Spectra Energy Partners LP 4.6% 06/15/2021	210,815	202,448
	Capital One	Capital One Bank USA NA Series BKNT 2.95% 07/23/2021	2,952,630	2,953,713
	Commonwealth Edison Co.	Commonwealth Edison Co. 3.4% 09/01/2021	150,819	150,720
	Lockheed Martin Corporation	Lockheed Martin Corporation 3.35% 09/15/2021	148,425	150,615
	PSEG Power	PSEG Power LLC 4.15% 09/15/2021	149,790	151,678
	BP Capital	BP Capital Markets PLC 3.561% 11/01/2021	2,101,040	2,012,960
	Xstrata Plc.	Xstrata Finance Canada Series 144A Priv Placement 4.95% 11/01/2021	2,174,540	2,050,936
	Occidental Petroleum Corp.	Occidental Petroleum Corp. 3.125% 02/15/2022	141,918	139,368
	Wells Fargo & Company	Wells Fargo & Company 3.5% 03/08/2022	252,720	248,780
	Phillips 66	Phillips 66 Series 144A Priv Placement 4.3% 04/01/2022	2,150,780	2,053,662
	Goldman Sachs Group	Goldman Sachs Group Inc. 3% 04/26/2022	249,405	241,831
	Baltimore Gas & Electric	Baltimore Gas & Electric 2.8% 08/15/2022	2,001,040	1,954,260
	Manitoba Province	Manitoba Province Cn 2.1% 09/06/2022	2,991,740	2,916,057
	United Parcel Service	United Parcel Service 2.45% 10/01/2022	149,850	146,067
	British Columbia Province	British Columbia Province 2% 10/23/2022	2,985,000	2,920,473
	General Dynamics Corp.	General Dynamics Corp. 2.25% 11/15/2022	247,391	240,911

NetApp Inc.	NetApp Inc. 3.25% 12/15/2022	2,003,220	1,960,136
Pepsico Inc.	Pepsico Inc. 2.75% 03/01/2023	150,968	147,571
Loews Corp.	Loews Corp. 2.625% 05/15/2023	1,907,800	1,947,240
Realty Income Corp.	Realty Income Corp. 4.65% 08/01/2023	2,080,640	2,081,182
Starbucks Corp.	Starbucks Corp. 3.85% 10/01/2023	1,521,030	1,517,609
BP Capital	BP Capital Markets PLC 3.814% 02/10/2024	144,487	140,305
Union Pacific Corp.	Union Pacific Corp. Private Placement Series 144A 3.646% 02/15/2024	1,996,360	2,007,198
Rockwell Collins Inc.	Rockwell Collins Inc. 3.2% 03/15/2024	4,055,411	3,802,528
Metlife Inc.	Metlife Inc. 3.6% 04/10/2024	151,958	150,166
Enbridge Inc.	Enbridge Inc. 3.5% 06/10/2024	2,964,030	2,904,801
Air Products & Chemicals	Air Products & Chemicals 3.35% 07/31/2024	2,251,643	2,212,857
Verizon Communications	Verizon Communications 3.5% 11/01/2024	153,794	148,142
Kimberly-Clark Corp.	Kimberly-Clark Corp. 2.65% 03/01/2025	148,155	142,776
Textron Inc.	Textron Inc. 3.875% 03/01/2025	4,940,392	4,674,436
Nutrien LTD	Nutrien LTD 3% 04/01/2025	152,149	138,242
QualComm Inc.	QualComm Inc 3.45% 05/20/2025	1,953,500	1,913,926
Key Bank NA	Key Bank NA 3.3% 06/01/2025	1,955,140	1,956,062
JP Morgan Chase & Co.	JP Morgan Chase & Co. 3.9% 07/15/2025	495,313	495,513
Rolls-Royce PLC	Rolls-Royce PLC Private Placement Series 144A 3.625% 10/14/2025	2,034,900	1,910,334
Schwab (Charles) Corp.	Schwab (Charles) Corp. 3.45% 02/13/2026	2,043,520	1,979,104
Discover Bank	Discover Bank Series BKNT 4.25% 03/13/2026	153,146	146,291
Hershey Co.	Hershey Co. 2.3% 08/15/2026	950,860	913,674
CBOE Holdings Inc.	CBOE Holdings Inc. 3.65% 01/12/2027	2,778,543	2,628,860
Parker-Hannifin	Parker-Hannifin Corp. Series WI 3.25% 03/01/2027	2,521,939	2,391,318
Union Pacific Corp.	Union Pacific Corp. 3% 04/15/2027	3,036,972	2,829,483
US Bancorp	US Bancorp 3.15% 04/24/2027	5,016,505	4,794,960
American Express	American Express Credit Co Series MTN 3.3% 05/03/2027	1,130,735	1,086,754
Costco Wholesale Corp.	Costco Wholesale Corp. 3% 05/18/2027	1,003,134	959,307
PNC Financial Services	PNC Financial Services 3.15% 05/19/2027	4,975,100	4,793,710
Activision Blizzard Inc.	Activision Blizzard Inc. 3.4% 06/15/2027	1,308,372	1,204,191
Burlington North Santa Fe	Burlington North Santa Fe 3.25% 06/15/2027	2,330,216	2,206,548
Walt Disney Co.	Walt Disney Co Series MTN 2.95% 06/15/2027	1,001,287	953,274
American Water	American Water 2.95% 09/01/2027	1,000,850	931,691
Quebec Province	Quebec Province CDA 7.5% 09/15/2029	1,521,620	1,378,598
IBM Corp.	IBM Corp. 5.875% 11/29/2032	4,493,873	4,106,102
Dow Chemical	Dow Chemical 03/2005 554.25% 10/01/2034	2,070,380	1,798,562
Parker-Hannifin	Parker-Hannifin Series MTN 4.2% 11/21/2034	1,904,882	1,776,867
Florida Power and Light	Florida Power and Light 4.95% 06/01/2035	2,381,740	2,213,988
Sysco Corp.	Sysco Corp. DTD 09/22/05 5.375% 09/21/2035	3,988,025	3,483,736
Dover Corp.	Dover Corp. 5.375% 10/15/2035	3,661,170	3,275,616
Visa Inc.	Visa Inc. 4.15% 12/14/2035	2,111,040	2,068,156
Canadian Natural Resources	Canadian Natural Resources 6.5% 02/15/2037	2,300,320	2,227,198
Honeywell International Inc.	Honeywell International Inc. 5.7% 03/15/2037	2,657,940	2,418,766
Eaton Corp.	Eaton Corp. 5.8% 03/15/2037	2,541,860	2,186,840
Northern States Power Co.	Northern States Power Co. 6.2% 07/01/2037	4,062,091	3,868,135
Wachovia Bank	Wachovia Bank Series BKNT 6.6% 01/15/2038	4,116,310	3,712,917
Carolina Power & Light	Carolina Power & Light 6.3% 04/01/2038	2,952,460	3,349,577
Duke Energy Carolinas	Duke Energy Carolinas 6.05% 04/15/2038	1,968,615	1,828,022

Oracle Corporation	Oracle Corporation 6.5% 04/15/2038	4,267,410	3,726,111
JP Morgan Chase & Co., Corp.	JP Morgan Chase & Co. Corp. Bond 6.4% 05/15/2038	3,977,300	3,705,948
Conoco Phillips	Conoco Phillips 6.5% 02/01/2039	2,656,280	2,488,204
CISCO Systems	CISCO Systems 5.9% 02/15/2039	2,550,200	2,457,436
Boeing Co.	Boeing Co. 5.875% 02/15/2040	2,640,800	2,742,674
United Technologies Corp.	United Technologies Corp. 5.7% 04/15/2040	2,465,307	2,142,641
General Mills Inc.	General Mills Inc. 5.4% 06/15/2040	2,509,700	1,996,480
Microsoft Corp.	Microsoft Corp. 4.5% 10/01/2040	4,460,500	4,286,204
Travelers Cos Inc.	Travelers Cos Inc. 5.35% 11/01/2040	2,187,700	2,287,986
Oklahoma Gas & Elec Co.	Oklahoma Gas & Elec Co. 5.25% 05/15/2041	1,097,860	1,140,117
Caterpillar Inc.	Caterpillar Inc. 5.2% 05/27/2041	2,453,460	2,228,288
Burlington North Santa Fe	Burlington North Santa Fe 5.4% 06/01/2041	2,379,940	2,268,192
Applied Materials Inc.	Applied Materials Inc. 5.85% 06/15/2041	3,707,010	3,522,279
Southwestern Pub Service Co.	Southwestern Pub Service Co. 4.5% 08/15/2041	1,179,411	1,227,023
Norfolk Southern Corp.	Norfolk Southern Corp. 4.837% 10/01/2041	1,637,340	1,584,435
Gilead Sciences Inc.	Gilead Sciences Inc. 5.65% 12/01/2041	2,500,180	2,201,038
John Sevier Comb Cycle	John Sevier Comb Cycle 4.626% 01/15/2042	3,169,955	2,930,015
BHP Billiton Fin USA LTD	BHP Billiton Fin USA LTD 4.125% 02/24/2042	2,132,720	1,911,928
Westar Energy Inc.	Westar Energy Inc. 4.125% 03/01/2042	1,536,365	1,404,559
Corning Inc.	Corning Inc. 4.75% 03/15/2042	2,136,700	1,926,808
Berkshire Hathaway	Berkshire Hathaway Fin 4.4% 05/15/2042	2,131,000	2,039,984
United Technologies Corp.	United Technologies Corp. 4.5% 06/01/2042	2,063,540	1,898,914
Deere & Co.	Deere & Co. 3.9% 06/09/2042	2,090,510	1,933,144
Anheuser-Busch Inbev	Anheuser-Busch Inbev Wor 3.75% 07/15/2042	1,524,900	1,173,497
Metlife Inc.	Metlife Inc. 4.125% 08/13/2042	3,013,110	2,810,859
Pepsico Inc.	Pepsico Inc. 3.6% 08/13/2042	1,930,860	1,845,672
Rio Tinto Fin USA LTD	Rio Tinto Fin USA LTD 4.125% 08/21/2042	2,008,160	1,928,794
Shell International Finance	Shell International Finance 3.625% 08/21/2042	2,004,000	1,808,888
Illinois Tool Works Inc.	Illinois Tool Works Inc. 3.9% 09/01/2042	3,011,610	2,966,157
Merck & Co. Inc.	Merck & Co. Inc. 3.6% 09/15/2042	2,045,320	1,885,846
Walgreen Co.	Walgreen Co. 4.4% 09/15/2042	2,024,400	1,762,548
Astrazeneca PLC	Astrazeneca PLC 4% 09/18/2042	3,068,820	2,705,184
United Health Group Inc.	United Health Group Inc. 3.95% 10/15/2042	1,849,580	1,919,266
American Water Cap Corp.	American Water Cap Corp. 4.3% 12/01/2042	4,449,880	3,974,332
Intel Corp.	Intel Corp. 4.25% 12/15/2042	3,033,150	2,972,841
Sherwin-Williams Co.	Sherwin-Williams Co. 4% 12/15/2042	2,035,920	1,687,022
Wisconsin Electric Power Co.	Wisconsin Electric Power Co. 3.65% 12/15/2042	1,999,260	1,826,126
Precision Castparts Corp.	Precision Castparts Corp 3.9% 01/15/2043	2,036,700	1,889,208
Wellpoint Inc.	Wellpoint Inc. 4.65% 01/15/2043	2,042,700	1,945,300
Enterprise Products	Enterprise Products Oper 4.45% 02/15/2043	1,919,720	1,833,430
Abbott Laboratories	Abbott Laboratories 4.75% 04/15/2043	1,528,299	1,605,638
McDonalds Corp.	McDonalds Corp. Series MTN 3.625% 05/01/2043	1,816,540	1,696,986
Apple Inc.	Apple Inc. 3.85% 05/04/2043	1,968,820	1,898,622
Allstate Corp.	Allstate Corp. 4.5% 06/15/2043	1,027,538	1,037,663
South Carolina Elec. & Gas Co.	South Carolina Elec. & Gas Co. 4.6% 06/15/2043	2,029,160	2,032,154
Cummins Inc	Cummins Inc. 4.875% 10/01/2043	3,677,744	3,485,285
Trans-Canada	Trans-Canada PL 5% 10/16/2043	2,142,913	2,056,632
Consolidated Edison Co.	Consolidated Edison Co. NY 4.45% 03/15/2044	2,081,300	2,005,600
Apple Inc.	Apple Inc. 4.45% 05/06/2044	4,447,000	4,114,564
Hasbro Inc.	Hasbro Inc. 5.1% 05/15/2044	2,044,240	1,792,230

Stryker Corp.	Stryker Corp. 4.375% 05/15/2044	1,958,660	1,926,062
Nationwide Financial Services	Nationwide Financial Services Private Placement Series 144A 5.3% 11/18/2044	2,049,820	2,106,290
Home Depot Inc.	Home Depot Inc. 4.4% 03/15/2045	1,147,170	1,006,021
Smucker (J.M.) Co.	Smucker (J.M.) Co. 4.375% 03/15/2045	1,951,700	1,779,974
Grainger WW Inc.	Grainger WW Inc. 4.6% 06/15/2045	2,282,940	2,065,022
Blackstone Holdings	Blackstone Holdings Fina Private Placement Series 14A 4.45% 07/15/2045	1,984,490	1,857,686
Danaher Corp.	Danaher Corp 4.375% 09/15/2045	2,269,920	2,087,442
Visa Inc.	Visa Inc. 4.3% 12/14/2045	2,083,000	2,063,608
IBM Corp.	IBM Corp. 4.7% 02/19/2046	2,560,510	2,255,479
Intel Corp.	Intel Corp. 4.1% 05/19/2046	2,118,720	1,958,142
Boeing Co.	Boeing Co. 3.375% 06/15/2046	1,801,100	1,761,272
Nike Inc.	Nike Inc. 3.375% 11/01/2046	1,794,780	1,763,352
Mastercard Inc.	Mastercard Inc. 3.8% 11/21/2046	3,145,770	2,888,028
Archer-Daniels-Midland Company	Archer-Daniels-Midland Co 3.75% A 09/15/2047	3,064,920	2,686,590
Honeywell International Inc.	Honeywell International Inc. Private Placement Series 144A 3.812% 11/21/2047	3,156,197	2,365,024
AT&T Inc.	AT&T Inc. 4.5% 03/09/2048	3,964,489	3,378,438
Verizon Communications	Verizon Communications 5.012% 04/15/2049	4,047,755	3,353,131
Total		\$ 286,896,422	\$ 269,004,981
United States Government Securities:			
Federal Home Lending Mortgage Corp.	Federal Home Lending Mortgage Corp. 3.75% 03/27/2019	248,625	250,750
Federal Home Lending Mortgage Corp.	Federal Home Lending Mortgage Corp. 1.25% 10/02/2019	250,245	247,460
Federal Home Loan Bank	Federal Home Loan Bank 4.125% 03/13/2020	501,513	508,824
U.S. Treasury	U.S. Treasury N/B 1.125% 07/31/2021	248,721	241,563
U.S. Treasury	U.S. Treasury N/B 2% 07/31/2022	250,434	245,898
U.S. Treasury	U.S. Treasury N/B 1.625% 11/15/2022	1,472,998	1,451,953
U.S. Treasury	U.S. Treasury N/B 2% 02/15/2023	8,198,203	8,088,868
Federal Farm Credit Bank	Federal Farm Credit Bank 2.45% 06/06/2023	252,046	248,462
U.S. Treasury	U.S. Treasury N/B 2.375% 08/15/2024	250,376	247,773
U.S. Treasury	U.S. Treasury N/B 2.25% 11/15/2024	2,910,338	2,851,063
U.S. Treasury	U.S. Treasury N/B 2.125% 05/15/2025	250,910	243,320
U.S. Treasury	U.S. Treasury N/B 2% 08/15/2025	493,633	482,109
Federal National Mortgage Association	Federal National Mortgage Association 2.125% 04/24/2026	229,014	214,503
U.S. Treasury	U.S. Treasury N/B 1.625% 05/15/2026	249,736	233,516
U.S. Treasury	U.S. Treasury 6.25% 05/15/2030	7,710,938	6,710,156
U.S. Treasury	U.S. Treasury 5.375% 02/15/2031	24,574,469	21,862,813
Federal Farm Credit Bank	Federal Farm Credit Bank 2.90% 06/28/2032	4,913,950	4,791,060
Federal Home Lending Mortgage Corp.	Federal Home Lending Mortgage Corp. 6.25% 07/15/2032	8,517,960	8,040,000
U.S. Treasury	U.S. Treasury N/B 4.5% 02/15/2036	26,948,142	24,872,656
Federal Home Lending Mortgage Corp.	Federal Home Loan Bank 5.5% 07/15/2036	2,782,540	2,575,772
U.S. Treasury	U.S. Treasury 4.75% 02/15/2037	16,927,950	15,305,626
U.S. Treasury	U.S. Treasury 4.375% 02/15/2038	2,094,719	2,085,422
U.S. Treasury	U.S. Treasury 4.5% 05/15/2038	1,629,621	1,620,328
Tennessee Valley Authority	Tennessee Valley Authority 5.5% 06/15/2038	2,794,020	2,537,694
U.S. Treasury	U.S. Treasury 3.5% 02/15/2039	3,407,699	3,395,953
U.S. Treasury	U.S. Treasury N/B 4.375% 05/15/2040	5,719,813	5,653,688
U.S. Treasury	U.S. Treasury N/B 3.875% 08/15/2040	3,137,801	3,104,578

U.S. Treasury	U.S. Treasury N/B 4.25% 11/15/2040	3,432,844	3,387,125
U.S. Treasury	U.S. Treasury N/B 4.75% 02/15/2041	4,200,375	4,138,500
U.S. Treasury	U.S. Treasury 4.375% 02/15/2041	1,501,219	1,478,625
U.S. Treasury	U.S. Treasury N/B 3% 05/15/2042	6,758,112	6,518,281
U.S. Treasury	U.S. Treasury N/B 2.75% 08/15/2042	14,670,703	14,374,218
Tennessee Valley Authority	Tennessee Valley Authority 3.5% 12/15/2042	1,949,880	1,983,662
U.S. Treasury	U.S. Treasury N/B 3.75% 11/15/2043	7,815,219	7,690,375
U.S. Treasury	U.S. Treasury N/B 3.625% 02/15/2044	7,780,559	7,660,078
U.S. Treasury	U.S. Treasury N/B 3.375% 05/15/2044	9,551,367	9,489,625
U.S. Treasury	U.S. Treasury N/B 3.125% 08/15/2044	7,251,016	7,154,218
U.S. Treasury	U.S. Treasury N/B 2.5% 02/15/2045	13,639,226	13,247,220
U.S. Treasury	U.S. Treasury N/B 3% 05/15/2045	9,495,937	9,002,813
U.S. Treasury	U.S. Treasury N/B 2.875% 08/15/2045	3,455,566	3,416,875
U.S. Treasury	U.S. Treasury N/B 3% 11/15/2045	5,519,883	5,500,859
U.S. Treasury	U.S. Treasury N/B 2.5% 02/15/2046	20,506,695	19,370,343
U.S. Treasury	U.S. Treasury N/B 2.5% 05/15/2046	4,389,562	4,342,500
U.S. Treasury	U.S. Treasury N/B 2.25% 08/15/2046	5,628,086	5,569,688
U.S. Treasury	U.S. Treasury N/B 2.875% 11/15/2046	43,300,349	44,070,000
U.S. Treasury	U.S. Treasury N/B 3% 02/15/2047	2,424,187	2,400,750
U.S. Treasury	U.S. Treasury N/B 3% 05/15/2047	17,789,703	17,380,968
U.S. Treasury	U.S. Treasury N/B 2.75% 08/15/2047	4,704,000	4,655,765
U.S. Treasury	U.S. Treasury N/B 2.75% 11/15/2047	3,168,387	3,132,937
U.S. Treasury	U.S. Treasury N/B 3% 08/15/2048	2,922,891	2,996,719
Total		\$ 328,822,180	\$ 317,073,952
Preferred Stock:			
** Huntington Bancshares Inc. Series D Preferred Stock	Preferred Stock	4,685,526	4,616,520
Total		\$ 4,685,526	\$ 4,616,520
Common Stock:			
Accenture PLC Class A	Common Stock	1,431,388	1,699,171
Alphabet Inc. Class A	Common Stock	2,111,571	2,455,656
Amazon.com Inc.	Common Stock	2,398,032	2,102,758
American Express	Common Stock	1,832,122	1,696,696
Analog Devices Inc.	Common Stock	1,667,037	2,038,463
Anthem Inc.	Common Stock	3,757,602	3,886,924
AT&T Inc.	Common Stock	1,714,969	1,290,008
Automatic Data Processing	Common Stock	2,081,711	2,766,632
Baxter International Inc.	Common Stock	1,635,550	1,984,473
Berkshire Hathaway Inc. Class B	Common Stock	1,770,407	2,337,861
Capital One Financial Corp.	Common Stock	2,328,455	2,003,135
Chubb Limited	Common Stock	1,900,716	1,711,635
ConocoPhillips	Common Stock	2,113,917	1,957,790
Consolidated Edison Inc.	Common Stock	1,417,521	1,360,988
Constellation Brands Inc. Class A	Common Stock	2,089,448	2,122,824
Costco Wholesale Corp.	Common Stock	1,832,580	2,322,294
Dollar Tree Inc.	Common Stock	1,692,600	1,607,696
Ecolab Inc.	Common Stock	1,475,515	1,488,235
Edwards Lifesciences Corp.	Common Stock	2,182,674	3,048,083
Eog Resources Inc.	Common Stock	2,142,566	1,787,805
Facebook Inc. Class A	Common Stock	1,907,718	1,559,971
Fedex Corp.	Common Stock	1,711,961	1,290,640

Fiserv Inc.	Common Stock	1,887,936	2,660,338
Home Depot Inc.	Common Stock	1,433,911	1,752,564
HP Inc.	Common Stock	1,750,921	1,458,798
Illinois Tool Works	Common Stock	1,679,898	1,672,308
Johnson & Johnson	Common Stock	2,073,978	1,935,750
JP Morgan Chase & Co.	Common Stock	2,131,051	3,072,101
Lockheed Martin Corp.	Common Stock	1,487,950	1,256,832
M & T Bank Corp.	Common Stock	1,810,502	1,806,587
Mccormick & Co., Inc.	Common Stock	1,982,809	2,770,876
McDonalds Corp.	Common Stock	1,630,967	1,793,457
Microsoft Corp.	Common Stock	2,289,028	3,681,405
Nextera Energy Inc.	Common Stock	2,262,220	3,146,142
Northrop Grumman Corp.	Common Stock	1,462,718	1,481,645
O'Reilly Automotive Inc.	Common Stock	1,654,630	2,685,774
Parker Hannifin Corp.	Common Stock	2,318,003	1,715,110
Prologis Inc.	Common Stock	2,573,616	2,266,592
Rockwell Automation, Inc.	Common Stock	1,773,326	1,715,472
Ross Stores Inc.	Common Stock	1,885,687	2,408,640
Texas Instruments Inc.	Common Stock	1,509,286	1,791,626
Thermo Fisher Scientific Inc.	Common Stock	2,163,803	2,954,028
UnitedHealth Group Inc.	Common Stock	2,328,062	2,217,168
Valero Energy Corp.	Common Stock	2,022,354	2,263,269
Visa Inc. Class A Shares	Common Stock	2,091,588	2,942,261
Wal-Mart Stores Inc.	Common Stock	1,744,999	1,676,700
Total		\$ 89,145,303	\$ 97,645,181
Limited Partnerships:			
Drive Capital Fund I, L.P.	Limited Liability Partnership	9,109,722	23,389,157
Drive Capital Fund II (TE), L.P.	Limited Liability Partnership	4,234,726	3,821,033
Total		\$ 13,344,448	\$ 27,210,190
Total Investments		\$ 851,796,425	\$ 833,400,155

Note: This schedule includes those assets required to be reported under ERISA Section 2520.103-11 and Form 5500 Schedule H, Line 4i.

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

(**) Indicates a party-in-interest investment.

Schedule SB, line 25 — Change in Method

METHOD CHANGES SINCE PRIOR VALUATION

Funding

Due to the merger of the Pension Plan for Employees of FirstMerit Corporation and Affiliates into the Huntington Bancshares Retirement Plan, the interest rate methodology for the FirstMerit liability was changed from a four-month lookback to a zero-month lookback. This change qualifies for automatic IRS approval under 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 2017 to 2018 in accordance with PPA.
- The expense component of normal cost increased from \$1,640,000 to \$2,500,000 to reflect our expectations for the current plan year, including the FirstMerit plan merger effective December 31, 2017.
- The expected investment return decreased from 5.60% for 2017 to 4.80% for 2018 to reflect our expectations for the current plan year.
- Cash balance interest crediting rates were updated from 3.00% to 2.75% in 2018, from 3.50% to 3.00% in 2019, from 4.25% to 3.50% in 2020 and from 4.25% to 4.00% thereafter. This was done to reflect capital market assumptions and expectations.