

Huntington Bancshares Incorporated
Compensation Committee Charter
Adopted January 14, 2003
Revised October 13, 2004

Purpose of Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Huntington Bancshares Incorporated (the “Company”) shall be: (i) to review and approve periodically the Company’s goals and objectives relative to the compensation of the Chief Executive Officer and other executive management, including the balance between short-term compensation and long-term incentive; (ii) to evaluate the performance of the Chief Executive Officer and other executive management in light of these goals and objectives; and (iii) to set the compensation level of the Chief Executive Officer and other executive management based on such evaluation. The Committee shall likewise advise the Board of Directors with respect to compensation for service by non-employee directors on the Board and Board committees.

Committee Membership

The Committee shall consist of three or more members of the Board, each of whom the Board has determined to be independent in accordance with the provisions of the Corporate Governance Guidelines; an “outside director” for purposes of Section 162 (m) of the Internal Revenue Code of 1986, as amended; and a non-employee director for purposes of Section 16 of the Securities Exchange Act of 1934, amended.

Members shall be appointed by the Board based on the recommendation by the Company’s Nominating and Corporate Governance Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least three times a year at a time and place determined by the Committee chairperson.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. In consultation with senior management, establish the Company's general compensation philosophy, and oversee the development and implementation of compensation and stock option programs.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation.
3. Review and approve compensation and stock option programs applicable to the executive management of the Company.
4. Make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
5. As part of the certification process, the Committee will make specific inquiry into the relationship between the achievement of the performance goals and any accounting adjustments recommended by management, whose judgments could be affected by financial self-interest. The Committee will meet with representatives of the Audit/Risk Committee as appropriate in making this determination.
6. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
7. Review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.
8. Prepare and issue the evaluations and reports required under "Committee Reports" below.
9. Conduct an annual performance evaluation of the Committee in satisfying its duties and responsibilities.
10. Perform with the assistance of the Chief Executive Officer of the Company, as necessary, succession planning for the office of the Chief Executive Officer and review periodically succession planning for other members of executive management.
11. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

Committee Reports

The Committee shall produce the following reports and provide them to the Board.

1. An annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
2. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of counsel or other advisors, as it deems appropriate with the Company responsible for the expenses of the advisors. The Committee shall have the ultimate authority and responsibility to engage and terminate any outside consultant to assist in determining appropriate compensation levels for the Chief Executive Officer or other executive management and to approve the terms of engagement of any such consultant. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company, may also request that any officer or other employee of the Company, meet with any members of, or consultants to, the Committee.

Delegation

The Committee may in its discretion delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee may further, from time to time, appoint another director whom the Board has determined has no material relationship with the Company and is otherwise "independent" to act in the place of an absent Committee member on an ad hoc basis.

General

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- 1) One or more officers or employees of the Corporation whom the Committee members reasonably believe to be reliable and competent in the matters presented; or
- 2) Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person.