

Huntington Bancshares Incorporated
Nominating and Corporate Governance Committee Charter
Adopted: January 14, 2003
Revised: February 18, 2004
Revised: January 19, 2005

The Board of Directors shall designate annually at least three non-employee directors to serve as members of the Nominating and Corporate Governance Committee, each of whom the Board has determined to be independent in accordance with the provisions of the Corporate Governance Guidelines. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least twice each year at a time and place determined by the Committee Chairperson.

The Committee's purpose is to promote the effectiveness of the Board of Directors by overseeing its composition and functioning.

The primary responsibilities of the Nominating Committee and Corporate Governance Committee shall be to:

1. Review annually the composition of the Board to assure that the appropriate knowledge, skills and experience are represented, in the Committee's judgment and in order to comply with applicable laws and regulations.
2. Submit to the Board additional selection criteria, if any, not contained in the Board Membership Guidelines attached as Exhibit A.
3. Review the qualifications of candidates for Board membership as recommended by Board members, the Chairman and the CEO and shareholders and recommend to the full Board nominees for Board membership. The Committee shall also identify potential candidates for Board membership. The Committee will maintain a list of potential directors. The Committee will prepare and amend as appropriate a procedure for shareholders to submit recommendations for Board membership to the Committee for consideration. The initial procedure is attached hereto as Exhibit B.
4. Discuss with the Board standards promulgated by NASDAQ or the Securities and Exchange Commission to be applied in making determinations as to the independence of directors.
5. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.
6. Recommend the membership of the committees of the Board.
7. Review annually the operations and effectiveness of the Board, including, but not limited to, considering the size of the Board and the collective Board performance.
8. Review periodically the Code of Business Conduct and Ethics.

9. Review compliance by the Board and Huntington's associates with, and approve any waivers of, the Code of Business Conduct and Ethics and ensure that management has established a system to enforce the Code.
10. Review periodically the Corporate Governance Guidelines for the Company and recommend any changes to the Board.
11. Review periodically the Committee's Charter and recommend any changes to the Board.
12. Annually evaluate the Committee's performance and report such evaluation to the Board.
13. Report to the Board following each meeting of the Committee.
14. Perform such additional duties within the scope of its primary responsibilities as the Board of Directors may from time to time determine.

A majority of the voting Committee members shall constitute a quorum for the transaction of business. The Committee shall meet upon the call of the Committee Chairperson and as the Committee shall determine. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee.

The Committee shall have the resources appropriate to discharge its duties and responsibilities including the sole authority to select, retain, terminate and approve the fees and other terms of search firms, counsel or other experts or consultants, as it deems appropriate. The Company will be responsible for the expenses of any advisors retained by the Committee.

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.

Exhibit A

HUNTINGTON BANCSHARES INCORPORATED BOARD MEMBERSHIP GUIDELINES

1. A director must be able to act in a manner the director reasonably believes to be in the best interest of Huntington and its shareholders.
2. A director shall comply with all applicable compliance laws, rules and regulations.
3. A director should be an active leader in his/her business or profession and community.
4. A director will retire at the annual meeting following his/her seventieth (70) birthday.
5. Upon a significant change in business or professional status (such as, but not limited to retirement, resignation, relocation, termination), a director will submit his/her resignation from the Board. The Board of Directors will review the status and may choose to accept the resignation or ask the director to continue to serve.
6. It is desirable to reflect gender and racial diversity in the composition of the Board.
7. A director shall be willing and able to identify and help management recruit new customers to the bank.
8. While not all markets served by Huntington will be represented on the Board, geographic diversity is desirable.
9. In selecting new directors, the Board may consider a candidate's status as a current or potential shareholder and/or as a current or potential Huntington customer.
10. The optimal size of the Board of Directors will be 10-12.
11. All Board members are encouraged to identify prospective directors and recommend them either to the CEO or to the Nominating and Corporate Governance Committee.

Exhibit B

HUNTINGTON BANCSHARES INCORPORATED NOMINATING GUIDELINES FOR SHAREHOLDERS

Shareholders who wish to recommend director candidates for consideration by the Nominating and Corporate Governance Committee may send a written notice to the Secretary at Huntington's principal executive offices. The notice should indicate the name, age, and address of the person recommended, the person's principal occupation or employment for the last five years, other public company boards on which the person serves, whether the person would qualify as independent as the term is defined under the applicable listing standards of Nasdaq, and the class and number of shares of Huntington securities owned by the person. The Nominating and Corporate Governance Committee may require additional information to determine the qualifications of the person recommended. The notice should also state the name and address of, and the class and number of shares of Huntington securities owned by, the person or persons making the recommendation.