

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
368, 354, 302, 1001

18 Can any resulting loss be recognized? ▶ **See Attachment**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **See Attachment**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Cheryl Gilreath* Date ▶ 06/21/2021

Print your name ▶ **Cheryl Gilreath** Title ▶ **Chief Tax Officer - Executive VP**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Huntington Bancshares Incorporated
Attachment to Form 8937
Date of Organizational Action: June 9, 2021
Merger of TCF Financial Corporation into Huntington Bancshares Incorporated

The information contained herein does not constitute tax advice and does not purport to be complete or describe the consequences that may apply to particular categories of shareholders. Each shareholder is advised to consult his or her tax advisor regarding the tax treatment of the merger. Further discussion of the tax consequences of the merger can be found in Huntington Bancshares Incorporated's Registration Statement on Form S-4/A filed with the Securities and Exchange Commission on February 12, 2021 under the heading "Material U.S. Federal Income Tax Consequences of the Merger" (available at www.sec.gov) (the "SEC Form S-4").

Part II Box 14

The organizational action involves the merger on June 9, 2021 of TCF Financial Corporation ("TCF") with and into Huntington Bancshares Incorporated ("Huntington"), with Huntington surviving (the "merger"). Each outstanding share of TCF common stock (subject to certain exceptions described in the Agreement and Plan of Merger, dated as of December 13, 2020, by and between Huntington and TCF) was converted into the right to receive 3.0028 shares of Huntington common stock.

Part II Box 15 and 16

As described in the SEC Form S-4, the merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). If the merger so qualifies, the basis of the Huntington common stock received (including fractional share interests in Huntington common stock, if any, deemed to be received and exchanged as discussed below) by a holder of TCF common stock prior to the merger who is a U.S. taxpayer, and who is not in a special class of holders subject to special rules generally will be equal to such holder's aggregate basis in the TCF common stock for which it is exchanged.

A U.S. Holder of TCF common stock who receives cash instead of a fractional share of Huntington common stock generally will be treated as having received the fractional share pursuant to the merger and then as having exchanged that fractional share for cash. A U.S. Holder's basis in the fractional share deemed to be received will be determined as described above.

Part II Box 18

Loss generally may be recognized by those U.S. Holders treated as having received a fractional share pursuant to the merger and then as having exchanged that fractional share for cash to the extent the amount by which the cash received by such holder is less than such holder's basis in the fractional share as set forth above. The deductibility of losses is subject to limitations.

Part II Box 19

The transaction was consummated on June 9, 2021. In the case of shareholders who are calendar year taxpayers, the reportable tax year is 2021.

This information is being provided pursuant to the requirements of Section 6045B of the Code, and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the merger. It does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Holders of TCF common stock are encouraged to consult their tax advisors regarding the particular consequences of the merger to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should read the SEC Form S-4, noting the discussion under the heading "Material U.S. Federal Income Tax Consequences of the Merger." The information provided here remains subject to the SEC Form S-4 in all respects. The SEC Form S-4 may be accessed at www.sec.gov.

None of the statements on this Form 8937 is intended to be tax advice, which should be obtained from your tax advisor.