

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Huntington Bancshares Incorporated		31-0724920	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Investor Relations	(614) 480-5676	huntington.investor.relations@huntington.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
Huntington Investor Relations Huntington Center, HC0935, 41 South High Street		Columbus, OH 43287	
<b>8</b> Date of action		<b>9</b> Classification and description	
August 16, 2016		Common Stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
446150104/337915102		HBAN and FMER	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ \_\_\_\_\_

See Attachment

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ \_\_\_\_\_

See Attachment

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ \_\_\_\_\_

See Attachment

**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_  
The merger is treated as a "reorganization" for U.S. federal income tax purposes within the meaning of IRC Section 368(a).  
The tax effects upon shareholders are governed by IRC Sections 354, 356, 358, 302, and 1001.

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18 Can any resulting loss be recognized? ▶ \_\_\_\_\_  
See Attachment

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

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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 ▶ Edward J. Kane Date ▶ 8/22/16

Print your name ▶ Edward J. Kane Title ▶ Executive VP, Director of Corporate Tax

**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: August 16, 2016  
Merger of Huntington Bancshares Incorporated and FirstMerit Corporation

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 April 27, 2016, under the heading "Material United States Federal Income Tax Consequences of the Merger" (available at <http://huntington-ir.com/fin/other/hbans4a041716.htm>) (the "SEC Form S-4").

Part II Box 14

The organizational action involves a two-step merger (the "mergers") pursuant to which, on August 16, 2016, West Subsidiary Corporation ("Merger Sub"), an Ohio corporation and a wholly owned subsidiary of Huntington Bancshares Incorporated ("Huntington"), a Maryland corporation, merged into FirstMerit Corporation ("FirstMerit"), an Ohio corporation, immediately followed by a merger of FirstMerit into Huntington, with Huntington as the surviving entity. Each outstanding share of FirstMerit common stock was converted into the right to receive 1.72 shares of Huntington common stock and \$5.00 in cash.

Part II Box 15 and 16

As stated in the SEC Form S-4, the mergers, taken together, are 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 mergers are respected as a "reorganization" within the meaning of Section 368(a) of the Code, the quantitative effect of the mergers on the basis of the stock received by a holder of FirstMerit stock prior to the mergers who is a U.S. taxpayer, and who is not in a special class of holders subject to special rules, a "U.S. Holder", generally will be:

- **U.S. Holder receives Huntington common stock and cash in the mergers:** A U.S. Holder that receives cash and Huntington common stock in the mergers will have an aggregate basis in the shares of Huntington common stock received in the mergers (including fractional share interests in Huntington common stock, if any, deemed to be received and exchanged as discussed in the section entitled "Cash Received Instead of a Fractional Share of Huntington Common Stock" below) equal to such holder's aggregate basis in the FirstMerit common stock for which it is exchanged, decreased by the amount of cash received by such holder in the mergers (other than any cash received instead of fractional share interests in Huntington common stock), and increased by the amount of gain recognized by such holder in the mergers but excluding any

gain or loss resulting from the deemed receipt and exchange of fractional share interests in Huntington common stock.

*Cash Received Instead of a Fractional Share of Huntington Common Stock.* A U.S. Holder of FirstMerit 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 mergers 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 can be recognized by those U.S. Holders treated as having received a fractional share pursuant to the mergers and then as having exchanged that fractional share for cash. The amount of such loss will be equal to 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.

**Part II Box 19**

The transaction was consummated on August 16, 2016. Consequently, the reportable taxable year of the FirstMerit shareholders for reporting the tax effect of the share exchange is the taxable year that includes the August 16, 2016 date.