

HUNTINGTON BANCSHARES INC /MD/ (HBAN)

2026 DEF 14A · filed 2026-03-12 · CIK 0000049196

Headline facts

CEO TOTAL PAY

\$12,124,358

Stephen D. Steinour · 2025 · ' 21% YoY

CEO PAY RATIO ITEM 402(U)

135 to 1

Median employee: \$89,658

SAY ON PAY CD&A

86.3%

Extracted from: Compensation Discussion & Analysis

COMPENSATION COMMITTEE CD&A

Human Resources and Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Peer snapshot

4 peers auto-selected from HBAN's disclosed compensation peer group. Each row shows the peer's latest filing.

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
FITB FIFTH THIRD BAN- CORP	\$11,052,366	146 to 1	—	Human Capital and Compensation Com- mittee
KEY KEYCORP /NEW/	\$11,522,025	127 to 1	\$91,077	Compensation and Organization Commit- tee
PNC PNC FINANCIAL SERVICES GROUP, INC.	\$29,503,081	—	—	Compensation Committee
USB US BANCORP DE	\$16,674,515	178 to 1	\$95,307	Compensation Committee

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Stephen D. Steinour Chairman, President and CEO	\$1,189,583	\$6,899,983	\$3,550,000	\$484,792	\$12,124,358
Brant J. Standridge President, Consumer & Regional Banking Senior Executive Vice Pres- ident	\$809,375	\$1,999,983	\$2,000,000	\$20,934	\$4,830,292
Zachary J. Wasserman Chief Financial Officer Senior Execu- tive Vice President	\$785,985	\$1,999,983	\$1,900,000	\$15,509	\$4,701,477
Scott D. Kleinman President, Commercial Banking Se- nior Executive Vice President	\$724,053	\$1,499,987	\$1,500,000	\$15,919	\$3,739,959
Helga S. Houston Named executive officer	\$675,000	\$1,599,977	\$1,200,000	\$8,772	\$3,483,749

CEO pay mix (latest year)

Base salary	10%
Cash incentive	29%
Equity	57%
Other	4%
At-risk	86%

Every fact above, traced back to filing text

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CEO pay ratio = 135 to 1

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.94

“2025. The median employee serves as a Branch Manager. The median employee’s annual total compensation for 2025 was determined for purposes of this disclosure. This ratio is a reasonable estimate calculated in a manner consistent with SEC Regulation S-K Item 402(u). Median Employee Annual Total Compensation \$89,658 CEO Annual Total Compensation \$12,124,358 Ratio 135:1”

Median employee compensation = \$89,658

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.9

“but excluding the CEO) employed as of December 31, 2025. The median employee serves as a Branch Manager. The median employee’s annual total compensation for 2025 was determined for purposes of this disclosure. This ratio is a reasonable estimate calculated in a manner consistent with SEC Regulation S-K Item 402(u). Median Employee Annual Total Compensation \$89,658 CEO Annual Total Compensation \$12,124,358 Ratio 135:1”

Say on pay = 86.3%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“At our 2025 Annual Meeting, 86.3% of votes cast were in favor of our “say-on-pay” advisory vote, and that support has averaged approximately 89.8% at annual meetings held in the last five years.”

Compensation committee = Human Resources and Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“Report of the Human Resources and Compensation Committee”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Recoupment Policy”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Compensation Discussion & Analysis Executive Overview 73 Who is Involved in Compensation Design and Decisions 91 Named Executive Officers 73 Independent Compensation Consultant 91 Our Approach to Executive Compensation 74 Procedures for Determining Executive Compensation 92 Highlights of 2025 Performance and Impact on Executive Compensation 76 Market Referencing 92 Other Policies and Practices 93 Consideration of “Say-on-Pay”/Shareholder Outreach 77 Stock Ownership Requirements 93 Executive Compensation Program Features 78 Hedging and Pledging Prohibition 115 Our Business and Our Compensation ...”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Compensation Discussion & Analysis Executive Overview 73 Who is Involved in Compensation Design and Decisions 91 Named Executive Officers 73 Independent Compensation Consultant 91 Our Approach to Executive Compensation 74 Procedures for Determining Executive Compensation 92 Highlights of 2025 Performance and Impact on Executive Compensation 76 Market Referencing 92 Other Policies and Practices 93 Consideration

of "Say-on-Pay"/Shareholder Outreach 77 Stock Ownership Requirements 93 Executive Compensation Program Features 78 Hedging and Pledging Prohibition 115 Our Business and Our Compensation ..."

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

"stock ownership guidelines for executives"