

HR-SOR-2000 Share Ownership and Retention Policy

Distribution All STI Teammates	Version 2		Effective Date 05/03/2016
Issued By Human Resources Total Rewards	Type Policy	Level I	Last Review 06/18/2018
Approvals Compensation Committee of the Board of Directors			Next Review 06/30/2019

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1. Scope

The purpose of this policy is to ensure the alignment of executive officers and directors with the interests of shareholders, as well as encourage decisions that are in the Company’s best long-term interests. Due to the applicability to executive officers and directors, this policy is required to be approved annually by the Compensation Committee of the Board of Directors.

2. Roles and Responsibilities

This Policy applies to the CEO and other executives holding the title of Corporate Executive Vice President or higher, regardless of age.

Non-employee members of the Board of Directors are also required to maintain a certain level of share ownership and are subject to the retention policy, as governed by the Governance and Nominating Committee.

Required Levels of Ownership and Timeframe to Meet

Individuals Subject to Policy	Share Ownership Requirement	Timeframe to Meet Stock Ownership Requirement
CEO	6x Base Salary in Eligible Shares	5 Years
Corporate EVPs or higher (other than CEO)	3x Base Salary in Eligible Shares	
Non-employee members of the Board of Directors ¹	15,000 Shares	

3. Policy Elements

3.1. Calculation of Share Ownership Requirement

- Share ownership will be calculated as of December 31 each year based on:
 - Base Salary as of December 31st
 - Eligible Shares as of December 31st
 - 30-day moving average stock price as of December 31st

3.2. Timeframe for Meeting Stock Ownership Requirement

- The timeframe for meeting the share ownership requirement is the later of:
 - Five years from the effective date of the original policy (1/1/2008), or
 - Five years from the date the executive entered into the job subject to this policy

¹ Non-employee members of the Board of Directors are required to maintain a certain level of share ownership and are subject to the retention policy, as governed by the Governance and Nominating Committee

- If an executive moves to a different level of ownership (e.g., 3x base salary to 6x base salary), he/she will have an additional two years to satisfy the requirement

3.3. Eligible Shares

- Eligible shares that count towards the ownership requirement include:
 - Common shares of SunTrust stock owned by the executive or spouse held in personal brokerage accounts
 - Unvested time-based restricted stock/units
 - Restricted stock/units earned after performance criteria are met/satisfied
 - Shares held in the Company's 401(k) Plan
 - Phantom shares held in the Company's 401(k) Excess Plan
- Shares that do not count towards the ownership requirement include:
 - Performance shares/units where performance period has not ended as of December 31st
 - Unvested or unexercised stock options

3.4. Retention Policy

- Executives are also required to retain 50% of Net Shares (defined below), following the exercise of stock options or release of vested restricted stock/units/performance shares, for a minimum of one year
 - Thereafter, such shares may be sold only to the extent they exceed the ownership requirement above

3.5. Definition of Net Shares

- Shares acquired from Company-sponsored incentive plans after payment of transition costs, including exercise prices and income taxes whether or not shares are actually sold to pay these exercise costs
- Net shares are considered fungible for purposes of satisfying the retention requirement

3.6. Hardship & Penalty for Non-Compliance

- The Compensation Committee will review hardships on an individual basis, if needed
- The Compensation Committee will review non-compliance on an individual basis and determine applicable penalties if warranted

3.7. Review of Compliance

- The Compensation Committee will review compliance on an annual basis, based on status as of December 31st each year
- Generally this review occurs at the Compensation Committee's April meeting

4. References

N/A

5. Associated Procedures

N/A

6. Point(s) of Contact

For questions about this policy, please contact the Head of Total Rewards.

7. Glossary

N/A

8. Appendix

N/A