

STI-BCC-CH-01 Board Compensation Committee Charter

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1. Purpose

The Board of Directors has delegated to the Board Compensation Committee the overall responsibility of compensation strategy for the Company and approval of the compensation and benefits programs for the Company's Chief Executive Officer (CEO) and other executive officers. As used in this charter, "executive officer" means an executive holding the title of Corporate Executive Vice President or higher.

2. Membership

The Board of Directors of SunTrust Banks, Inc. ("Board") shall annually appoint a Board Compensation Committee (the "Committee") comprised of three or more Directors. Each such director shall (1) meet the independence requirements of the New York Stock Exchange; (2) be a "disinterested person" within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934; and (3) be an "outside director" for purposes of Section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended. One of the members shall be elected Chair by the Board. The Board may replace members of the Committee at any time.

The Board may appoint a Vice Chair of the Committee to preside over Committee meetings in the event the Chair is not available and to carry out other tasks specifically delegated by the Chair.

At the Committee Chair's discretion, members of management and other subject matter experts may attend Committee meetings to facilitate the execution of the Committee's responsibilities.

3. Committee Responsibilities

The Committee shall:

- 1) Review and approve total compensation for the CEO and executive officers, including base salary, annual and long-term incentive opportunities and awards, benefits, perquisites, and any other opportunities or awards. The Committee shall also review and approve employment agreements, severance arrangements, change in control provisions and special or supplemental benefits for the CEO and executive officers.
- 2) Review and approve the structure, performance goals, award opportunities and guidelines for the Company's annual incentive and long-term incentive plans. Review and approve funding of, and any material exceptions or adjustments to, annual incentives awarded under the plan. Approve the calculation of actual performance under such plans after the completion of the performance period.
- 3) Periodically review and discuss the Company's existing retirement plans and welfare benefit plans. Provide input to the Benefits Finance Committee and the Benefits Plan Committee on the items presented by the committee chairman for the improvement of said plans. Perform "settlor function" in the adoption of new plans or termination of existing plans. This function is not subject to ERISA's fiduciary duty rules. The

Company's separate Benefits Finance Committee and the Benefits Plan Committee members, and not the Committee serve as the sole ERISA fiduciaries for the Company's retirement and welfare benefit plans.

- 4) Oversee the Company's incentive compensation practices and related control processes that ensure they are operated in a manner that appropriately balance risk and financial results. The Committee shall annually review and discuss an assessment by the Company's Chief Risk Officer on the effectiveness of the design and operation of the organization's incentive compensation programs and the governance and risk management controls surrounding these plans. The Committee shall periodically review and discuss updates from the Company's Significant Event and Incentive Review Committee.
- 5) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 6) Review and approve the Company's Incentive Compensation Policy and Performance Management Policy on an annual basis.
- 7) Review and approve the Company's Share Ownership and Retention Policy and review compliance under such policy for executives on an annual basis.
- 8) Review and discuss the Compensation Discussion and Analysis (CD&A) with management, and approve and recommend to the Board that the CD&A be included in the Company's annual proxy filing. The Committee shall also review and approve the annual report of the Committee for inclusion in the Company's annual proxy statement. The Committee shall also review and evaluate any compensation-related matters to be considered by shareholders at the annual meeting including the advisory votes on executive compensation, and recommend any actions to be taken by the Board with respect to those proposals.
- 9) Review and evaluate the CEO's performance relative to goals, in consultation with the Board, and determine the compensation of the CEO in light of those goals and objectives. The Committee reviews its determinations with respect to the CEO's compensation level with the Board.
- 10) Review key Human Resources initiatives and activities including various Human Capital Management updates and talent moves of executives in critical roles.
- 11) Conduct an annual evaluation of the Committee's performance.
- 12) Report regularly to the Board or as required by the nature of its activities and shall make recommendations to the Board as the Committee decides is appropriate. The Committee shall prepare minutes for each meeting. The Committee Chair shall review and approve the Committee minutes which are filed with the Corporate Secretary for retention with the records of the Company.
- 13) Have the authority, in its discretion, to form and delegate authority to subcommittees and to appropriate officers.

- 14) Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms, for which the Company will provide funding. Prior to engaging such advisors, and on an ongoing annual basis, the Committee shall consider the independence of such advisor, including:
- a. the provision of other services to the Company by the firm that employs the advisor, the amount of fees received from the Company by the advisor's firm as a percentage of the firm's total revenues,
 - b. the policies and procedures of the advisor's firm that are designed to prevent conflicts of interest,
 - c. any business or personal relationship of the advisor with a member of the Committee,
 - d. any stock of the Company owned by the advisor, and
 - e. any business or personal relationship of the advisor or of the advisor's firm with an executive officer of the Company.
- 15) Upon the direction and approval of the Board, investigate any human resources or compensation activity of the Company.

4. Authority

The Committee operates under the authority of the Board and reports to the same and is granted the authority to perform the responsibilities enumerated in this Charter.

5. Meeting Administration

5.1 Schedule

The Committee shall generally meet quarterly and at other times as the Committee Chair shall designate in accordance with the bylaws.

5.2 Pre-Meeting Distribution

Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials, whenever possible.

5.3 Meeting Presentations

As necessary or desirable, the Committee Chair may request that certain members of management be present at meetings of the Committee. The Committee may meet with or without management present and with or without its independent consultant.

5.4 Voting Requirements/Quorum

A majority of the members of the Committee constitutes a quorum for the transaction of business, and when a quorum exists, the act of a majority of those present shall be the act of the Committee.

5.5 Interactions

See “Committee Responsibilities” above, bullet number 13.