Share Ownership and Retention Policy
Revised June 13, 2016

Description
- Share ownership is a central theme of SunTrust’s culture, to align the interests of shareholders and employees, as well as encourage decisions that are in the company’s best long-term interests

Individuals Subject to the Policy
- 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

<table>
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<tr>
<th>Individuals Subject to Policy</th>
<th>Share Ownership Requirement</th>
<th>Timeframe to Meet Stock Ownership Requirement</th>
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<tbody>
<tr>
<td>CEO</td>
<td>6x Base Salary in Eligible Shares</td>
<td>5 Years</td>
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<tr>
<td>Corporate EVPs or higher (other than CEO)</td>
<td>3x Base Salary in Eligible Shares</td>
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<td>Non-employee members of the Board of Directors¹</td>
<td>15,000 Shares</td>
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</tbody>
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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

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
- 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

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

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
• 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

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

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

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

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