

SunTrust Banks, Inc.

Share Ownership and Retention Policy

Last revised August 1, 2015



As a recipient of a stock-based long-term incentive award, it is important for you to be aware of SunTrust's Share Ownership and Retention Policy which is in **effect starting on April 1, 2011**.

Background

- Share ownership is a central theme of SunTrust's culture. Grants of stock options and restricted stock/restricted stock units to selected executives align the interests of shareholders and employees, and encourage decisions that are in the company's best long-term interests.
- Externally, institutional investors and proxy advisory firms have implemented formal guidelines or policies relating to share ownership and share retention.
- This revised policy is effective as of April 1, 2011, and supersedes all past policies on share retention and pertains to all prior and future stock awards.

Share Ownership Requirement

- This requirement applies to the CEO, CEO Direct Reports, and other Executive Officers grade 58 and above regardless of age. Effective February 11, 2014, this requirement also applies to non-employee members of the SunTrust Banks, Inc. Board of Directors, as set forth in the table below.
- The following table summarizes the ownership requirements:

Salary Grade/Position	Share Ownership Requirement	Timeframe to Meet Requirement
CEO	5 times Base Salary	5 Years
CEO Direct Reports and Other Executives	3 times Base Salary	5 Years
Non-employee members of the Board of Directors	15,000 shares	5 years

- The ownership requirement for top management reflects the importance of owning SunTrust stock, and communicates SunTrust's commitment to building long-term value for shareholders. The ownership requirements and compliance timeframe are consistent with best practices while providing flexibility to realize some equity gains in the short term.
- Executives must meet the share ownership requirement within five years from the date they entered into the job subject to this requirement. Similarly, non-employee directors must meet this requirement within the later of five years from the non-employee director's first appointment or election as a director and five years from the effective date of the policy (February 11, 2014).
- Shares held in the 401(k) plan, unvested restricted stock/units, and common stock equivalents held in deferred compensation plans will count towards the share ownership requirements. However, unvested restricted stock which vests based upon company performance will not count towards the share ownership requirements unless and until such performance conditions are satisfied.

Share Retention Requirement

- The share retention requirement shall be in addition to the share ownership requirement, and shall apply to the CEO, the CEO Direct Reports, and other Executive Officers grade 58 and above regardless of age.
- *Share retention requirement* – applicable officers shall retain at least fifty percent (50%) of net shares on exercised options, vested restricted stock, and vested restricted stock units for at least one year and thereafter such shares may be sold only to the extent they exceed the ownership requirement, above.
- Net shares means shares acquired from Company-sponsored incentive plans after payment of transaction costs, including exercise prices and withholding taxes, whether or not shares are actually sold to pay these exercise costs.
- The retention requirement for top management reflects the importance of owning SunTrust stock, and communicates SunTrust's commitment to building long-term value for shareholders. The retention percentage is consistent with best practices while providing flexibility for executives to realize some equity gains in the short term.