

## STL-CG-10g Corporate Governance Guidelines

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## 1. Scope

SunTrust, through its Board of Directors and management, has long sought to meet the highest standards of corporate governance. These Guidelines are a further effort in that regard and will help guide the Board and management. The Guidelines should be considered along with SunTrust's Bylaws and applicable provisions of corporate law and regulations.

## 2. Roles and Responsibilities

First, the paramount duty of the Board is to select a Chief Executive Officer and to oversee the Chief Executive Officer and other senior management in the competent and ethical operation of SunTrust.

Second, it is the responsibility of management to operate SunTrust in an effective and ethical manner in order to produce value for shareholders. Senior management is expected to know how SunTrust earns its income and what risks SunTrust is undertaking in the course of carrying out its business. Management should never put personal interests ahead of, or allow personal interests to conflict with, the interests of SunTrust or its shareholders.

Third, it is the responsibility of management, under the oversight of the Board and its Audit Committee, to produce financial statements that fairly present the financial condition and results of operations of SunTrust and to make the timely disclosures investors need to permit them to assess the financial and business soundness and risks of SunTrust.

Fourth, it is the responsibility of the Audit Committee to engage an independent accounting firm which will audit the financial statements prepared by management and issue an opinion on those statements based on Generally Accepted Accounting Principles. The Board, its Audit Committee, and management must be vigilant to ensure that no actions are taken by SunTrust or its employees that compromise the independence of the outside auditor.

Fifth, it is the responsibility of the independent accounting firm to ensure that it is in fact independent, is without conflicts of interest, employs highly competent staff, and carries out its work in accordance with Generally Accepted Auditing Standards. It is also the responsibility of the independent accounting firm to inform the Board, through the Audit Committee, of any concerns the auditor may have about the appropriateness or quality of significant accounting treatments, business transactions that affect the fair presentation of SunTrust's financial condition and results of operations, and weaknesses in internal control systems. The auditor should do so in a forthright manner and on a timely basis, whether or not management has also communicated with the Board or the Audit Committee on these matters.

## 3. Guideline Elements

### 3.1 Board Membership Criteria

The Governance and Nominating Committee of the Board of Directors (the "Governance Committee") is responsible for reviewing with the Board, on a periodic basis, the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This assessment should include issues such as independence, age, diversity, and skills such as understanding of the financial services industry, general business knowledge and experience, all in a context of an assessment of the perceived needs of the Board at that point in time. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a fully contributing Director of SunTrust.

## 3.2 Director Independence

SunTrust shall have a majority of independent Directors. At least once per year, the Board will review each relationship that exists with a Director and his or her related interests for the purpose of determining whether the Director is independent. This information shall be initially reviewed by the Governance Committee or, in the case of members of the Governance Committee, the Board.

The Board shall broadly consider all relevant facts and circumstances when making a determination of independence. The New York Stock Exchange requirements shall be met within applicable transition periods. The Board should consider the issue not merely from the standpoint of a Director, but also from that of persons or organizations with which the Director has an affiliation. An independent Director should be free of any relationship with SunTrust or its management that may impair the Director's ability to make independent judgments. Particular attention will be paid to whether a Director is independent from management and to any credit relationships that may exist with a Director or a related interest. In addition, questions as to a Director's independence may be raised when a Director's fees and emoluments exceed what is customary or when SunTrust makes substantial charitable contributions to organizations with which a Director is affiliated or enters into consulting contracts with a Director.

The following guidelines are to be followed when determining the impact of a credit relationship on a Director's independence. Extensions of credit that comply with Regulation O shall be presumed to be consistent with Director independence. In other words, normal, arms-length credit relationships entered into in the ordinary course of business shall not negate Director independence. In addition, an extension of credit to a company, an executive officer of which serves on the SunTrust Board, must meet the substantive requirements of Regulation O in order to maintain the independence of such Director. Such loans must be made on substantially the same terms, including interest rates and collateral, as and following credit-underwriting procedures that are no less stringent than those prevailing at the time for comparable transactions by SunTrust with other persons. Such loans also shall not involve more than the normal risk of repayment or present other unfavorable features, and no event of default shall have occurred. The Board must review any credit of a Director or his or her related interests that has become criticized in order to determine the impact that such classification has on the Director's independence. A Director who is an executive officer of a company that makes payments to or receives payments from SunTrust for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of the Director's company's consolidated gross revenues, is not independent.

Services provided by SunTrust to a Director or his or her related interests shall be normal, arms-length relationships entered into on competitive terms and conditions.

Finally, no Director shall contact a member of senior executive management with respect to the extension of credit or the provision of any service by SunTrust to such Director or a related interest. No member of senior executive management shall intervene on behalf of a Director or his or her related interests in an unusual way or take any extraordinary action in the credit approval or credit management process or in the provision of any service.

## 3.3 Selection and Orientation of New Directors; Continuing Education

The Board should be responsible for selecting its own members and recommending them for election by the shareholders. The Board delegates the screening process involved to the Governance Committee with direct input from the Chairman of the Board and Chief Executive Officer. The Board and SunTrust have an orientation process for new Directors that includes background material and meetings with senior management.

A Director is also expected to independently pursue continuing education opportunities that would enhance his or her abilities as a Director.

### 3.4 Extending the Invitation to a Potential Director to Join the Board

The invitation to join the Board should be extended by the Board itself through the Chairman of the Governance Committee and the Chairman of the Board.

### 3.5 Director Elections

In accordance with SunTrust's Bylaws, in any "uncontested election of Directors" (as defined in the Bylaws), a nominee for election to the Board must receive more "votes cast" (as defined in the Bylaws) for than against his or her election or re-election in order to be elected or re-elected to the Board. A Director who fails to receive the required number of votes for re-election in accordance with SunTrust's Bylaws will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Governance Committee, which resignation (unless otherwise set forth in such resignation) will be conditioned upon Board acceptance of the resignation.

The Governance Committee will consider such tendered resignation and, within 45 days following the date of the shareholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Governance Committee will consider all factors deemed relevant by the members of the Governance Committee including, without limitation, the stated reason or reasons why shareholders did not vote for the Director's re-election, the qualifications of the Director (including, for example, whether the Director serves on the Audit Committee of the Board as an "audit committee financial expert" and whether there are one or more other Directors qualified, eligible and available to serve on the Audit Committee in such capacity), and whether the Director's resignation from the Board would be in the best interests of SunTrust and its shareholders.

The Governance Committee also will consider a range of possible alternatives concerning the Director's tendered resignation as the members of the Governance Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Governance Committee to have substantially resulted in the failure of the Director to receive the necessary votes for re-election.

The Board will take formal action on the Governance Committee's recommendation no later than 75 days following the date of the shareholders' meeting at which the election occurred. In considering the Governance Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Governance Committee and such additional information, factors and alternatives as the Board deems relevant.

Following the Board's decision on the Governance Committee's recommendation, SunTrust, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with an explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

No Director who, in accordance with this provision, is required to tender his or her resignation, shall participate in the Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director. If a majority of the members of the Governance Committee failed to receive the necessary votes for election or re-election, then the independent Directors then serving on the Board who received the necessary vote for election or re-election, and the Directors, if any, who were not standing for election, will appoint an ad hoc Board committee from amongst themselves (an "Ad Hoc Committee"), consisting of such number of Directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. An Ad Hoc Committee shall serve in place of the Governance Committee and

perform the Governance Committee's duties for purposes of making such as recommendation. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three Directors would be eligible to serve on it, the entire Board (other than the Director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Governance Committee and without the creation of an Ad Hoc Committee.

If a Director's resignation is accepted by the Board, then any resulting vacancy may be filled by the Board pursuant to Article II, Section 4 of the Bylaws, or the Board in its discretion may decrease the size of the Board pursuant to Article II, Section 2 of the Bylaws.

This provision, and the terms of Article II, Section 2 of the Bylaws relating to this provision, will be summarized or included in SunTrust's proxy statement for each meeting of shareholders (annual or special) at which directors are to be elected.

### **3.6 Selection of Chairman and CEO**

The Board should be free to make this choice in the best interests of SunTrust at any given point in time. Therefore, the Board does not have a policy, one way or the other, on whether or not the role of the Chief Executive Officer and Chairman should be separate and, if it is to be separate, whether the Chairman should be selected from among non-employee Directors.

### **3.7 Lead Director**

A lead director shall be an independent director designated by the Board of Directors to assist the non-management members of the Board of Directors in the fulfillment of their oversight and guidance of the Corporation.

The responsibilities and duties of the Lead Director shall consist of the following: (1) preside at meetings of the Board of Directors of the Corporation in the absence of the Chairman, including the executive sessions of the non-management members of the Board, and provide feedback to the Chairman and other senior executives, as appropriate, from such executive sessions of the non-management directors; (2) serve as a liaison between the non-management directors and the Chairman on Board issues, to facilitate timely communication between management and the Board, without impeding or replacing direct communication between the Chairman and other directors; (3) advise the Chairman as to an appropriate schedule of Board meetings, subject to the approval of the Governance Committee, seeking to ensure that the non-employee directors can perform their duties responsibly while not interfering with on-going company operations; (4) advise the Chairman on the agenda and meeting schedules for the Board of Directors' and Board Committee meetings; (5) advise the Chairman as to the quality, quantity and timeliness of the information submitted by the company's management that is necessary or appropriate for the non-employee directors to effectively and responsibly perform their duties; (6) call meetings of the non-employee directors; (7) develop the agendas for and serve as Chairman of the executive sessions of the Board's non-employee directors; (8) serve as principal liaison between the non-employee directors and the Chairman on sensitive issues; (9) discuss with the Governance Committee and with the Chairman the membership of the various Board Committees, as well as the selection of Committee chairmen; (10) as requested by the Chairman of the Governance Committee, participate in interviews for nominees to the Board of Directors; and (11) perform such other duties as the Board of Directors of the Corporation may from time to time delegate to the Lead Director.

The Governance Committee shall discuss the appointment of the Lead Director in executive session and make a recommendation to the non-management members of the Board of Directors regarding such appointment in an executive session led by the Chairman of the Governance Committee. In selecting a Lead Director, preference should be given to persons who have experience having served as the Chairman or Vice-Chairman of a Committee of the Board of Directors of SunTrust. The Lead Director shall be appointed by a majority vote of the non-management directors for a one-year term, subject to renewal for a maximum of five additional twelve-month periods (except that the current Lead Director shall serve until April, 2019) and shall serve until the expiration of the term or until such Lead Director's

earlier resignation or retirement from the Board of Directors. The Lead Director may be removed from the position of Lead Director, with or without cause, by a majority vote of the non-management members of the Board of Directors or by the appointment of a new Lead Director. The

Lead Director shall be paid a cash retainer in the aggregate amount of \$45,000 per year in quarterly installments on the first business day of each calendar quarter. In the event of a partial quarter of service due to resignation or retirement from the Board of Directors, or otherwise, such retainer shall be prorated for the portion of a calendar quarter served.

### **3.8 Size of the Board**

The Board believes that the number of Directors should not exceed a number that can function efficiently as a body. The exact number of Directors constituting the Board of Directors of SunTrust shall be fixed from time to time solely by the Board of Directors by resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director. The term of each Director shall be one (1) year.

### **3.9 Inside and Outside Directors**

On matters of corporate governance, the Board intends that decisions will be made by non-employee Directors.

### **3.10 Directors Who Change Their Present Job Responsibility**

The Board believes that individual Directors who change the responsibility they held when they were elected to the Board should submit a letter of resignation to the Board. It is not the sense of the Board that the Directors who retire, or change the position they held when they came on the Board, should leave the Board in every instance. There should, however, be an opportunity for the Board, through the Governance Committee, to review continued Board membership under these circumstances.

### **3.11 Term Limits**

While term limits may help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into SunTrust and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Governance Committee, in conjunction with the Chief Executive Officer and the Chairman of the Board, will formally review each Director's contribution to the Board prior to nominating any Director for reelection.

### **3.12 Retirement**

The Board believes that the current retirement on the date of the annual meeting of shareholders coinciding with or first following such Director's 72<sup>nd</sup> birthday (or 65 for employee-Directors), is appropriate, as stipulated in Article II Section 5 of the Bylaws.

### **3.13 Board Compensation Review**

Company staff will report annually to the Governance Committee, the status of SunTrust Board compensation in relation to comparable U.S. public companies. To create a direct linkage with corporate performance, the Board believes that equity in SunTrust should constitute a meaningful portion of a Director's overall compensation. Changes in Board compensation, if any, will be based upon recommendation of the Governance Committee.

### **3.14 Executive Sessions of Outside Directors**

The non-employee Directors of the Board will meet at least twice each year and such meetings will be presided over by the Lead Director.

### **3.15 Assessing the Board's Performance**

The Governance Committee is responsible to report annually to the Board regarding a self-assessment of

the Board's performance. This assessment should be of the Board's contribution as a whole and specifically review areas in which the Board and/or the management contribution may be improved. The Governance Committee and the Audit Committee shall also undergo an assessment of their performance. The purpose of these assessments shall be to increase the overall effectiveness of the Board.

### **3.16 Board's Interaction with Investors, Press, Customers, etc.**

The Chairman of the Board and Chief Executive Officer is responsible for establishing effective communications with SunTrust's stakeholder groups, i.e., shareholders, customers, Company teammates, communities, suppliers, creditors, governments, and corporate partners. It is the policy of the Board that management speaks for SunTrust.

### **3.17 Regular Attendance of Non-Directors at Board Meetings**

With the advice and consent of the Chairman of the Board and Chief Executive Officer, the Board welcomes attendance at Board meetings of non-Board members who are members of senior management of SunTrust.

### **3.18 Board Access to Senior Management**

Board members have complete access to SunTrust management. Board members will ensure, in their judgment, that contact is not distracting to the business operation of SunTrust and that such contact, if in writing, is copied to the Chairman of the Board and Chief Executive Officer. Furthermore, the Board encourages management to bring, from time to time, managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that senior management believes should be given exposure to the Board.

### **3.19 Selection of Agenda Items for Board Meetings**

The Chairman of the Board and the Chief Executive Officer will establish the agenda for each Board Meeting. Each Board member may suggest the inclusion of item(s) on the agenda.

### **3.20 Board Materials Distributed in Advance**

It is the sense of the Board that information and data that is important to the Board's understanding of the business should be distributed in writing, to the extent practicable, to the Board before the Board meets. Board members are expected to review such material prior to the meeting. As a general rule, presentations on specific subjects should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance of or at the meeting.

### **3.21 Number, Structure and Independence of Committees**

The current Committee structure of SunTrust is appropriate under existing circumstances. From time to time, the Board may form new Committees or disband a current Committee. The current Committees are Audit, Compensation, Executive, Governance and Risk. Committee membership, with the exception of the Executive Committee, will consist only of independent, non-employee Directors.

### **3.22 Assignment and Rotation of Committee Members**

The Governance Committee is responsible, after consultation with the Chairman of the Board and Chief Executive Officer, and with consideration of the desires of individual Board members, for the assignment of the Board members to various Committees. It is the sense of the Board that consideration should be given to rotating Committee members periodically, but the Board does not mandate a policy of such rotation because there may be reasons to maintain an individual Director's Committee membership for a longer period.

### 3.23 Frequency and Length of Committee Meetings

Committee Chairmen, in consultation with Committee members, will determine frequency and length of Committee meetings.

### 3.24 Committee Agendas

Committee Chairmen, in consultation with Committee members and management, will develop Committee agendas.

### 3.25 Formal Evaluation of the Chief Executive Officer

Non-employee members of the Board will make this evaluation annually, and it will be communicated to the Chief Executive Officer by the Lead Director. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, etc. The Governance Committee has responsibility for reviewing the CEO evaluation process, and the Compensation Committee has responsibility for reviewing the results of the CEO evaluation process. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering recommendations concerning the compensation of the Chief Executive Officer.

### 3.26 Succession Planning

The Board of Directors and the Governance Committee shall be responsible for reviewing the senior executive management succession process annually. The Governance Committee shall: (a) identify internal candidates for senior executive positions; (b) assess candidates for the CEO position and engage in succession planning based on criteria which it develops and which, among other things, may reflect the Company's business strategy; and (c) maintain an emergency succession plan that is reviewed annually.

The Governance Committee shall annually disclose its succession planning process to shareholders. Ultimate responsibility for senior executive management succession decisions shall remain with the Board of Directors.

## 4. References

- Bylaws of SunTrust Banks, Inc.

## 5. Associated Policies and Procedures

None

## 6. Point(s) of Contact

Curt Phillips, Assistant Corporate Secretary, 404-588-8522, [curt.phillips@suntrust.com](mailto:curt.phillips@suntrust.com)

## 7. Glossary

Term	Definition
Governance Committee	The Governance and Nominating Committee of the SunTrust Banks, Inc. Board of Directors.



Ad Hoc Committee	A committee to be appointed by the independent Directors then serving on the Board who received the necessary vote for election or re-election, from amongst themselves, in the event that a majority of the members of the Governance Committee fail to receive the necessary votes for election or re-election, to consist of such number of Directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations.
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## 8. Appendix

Not applicable