

STL-DC-CH-01 - Disclosure Committee Charter

Committee Name Disclosure Committee	Version 8	Effective Date 04/15/2003
Issued By Legal Department	Type Charter	Last Review 06/11/2019
Approvals Board Audit Committee		Next Review 05/31/2020

Printed copies are for reference only. Please refer to the electronic copy for the latest version.

1. Purpose	2
2. Membership	2
3. Committee Responsibilities	3
4. Authority	3
5. Meeting Administration	4
5.1 <i>Schedule</i>	4
5.2 <i>Pre-Meeting Distribution</i>	4
5.3 <i>Meeting Presentations</i>	4
5.4 <i>Voting Requirements/Quorum</i>	4
5.5 <i>Interactions</i>	4

1. Purpose

The purpose of this Disclosure Committee Charter (this “Charter”) is to define the membership, roles and responsibilities, authority, and meeting administration of the Disclosure Committee.

This Charter has been adopted by the Chief Executive Officer and Chief Financial Officer (collectively, the “Senior Officers”) of SunTrust Banks, Inc. (the “Company”).

It is the Company’s policy that all disclosures made by the Company to its security holders or the investment community should be accurate and complete and, in the case of financial statements, fairly present the Company’s financial condition and results of operations in all material respects, and should be made on a timely basis as required by applicable laws and stock exchange requirements.

2. Membership

The membership of the Committee shall consist of the following:

Voting Members
General Counsel, Chair of the Committee
Chief Executive Officer
Chief Financial Officer
Chief Risk Officer
Chief Accounting Officer and Corporate Controller
General Auditor
Director of Investor Relations and Assistant Treasurer
Corporate Tax Director and Head of Corporate Functions Risk Administration
Chief Human Resources Officer
Non-Voting Members
Internal Legal Counsel – SEC Disclosure - Secretary
Corporate Functions Business Control Officer and Head of SOX Program Management
Secretary Name
Curt Phillips

Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers or the Chair of the Committee. Notwithstanding the foregoing, the Senior Officers at their option may at any time assume any or all of the responsibilities of the Disclosure Committee identified in this Charter, including, for example, approving Disclosure Statements (as defined below) when time does not permit the full Committee to meet. The Chair of the Committee shall from time to time designate a Secretary and, in the absence of such designation, the Company’s Internal Legal Counsel – SEC Disclosure shall serve as Secretary.

3. Committee Responsibilities

The Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company and shall assist them in the following tasks:

- Oversee the design and establishment of controls and other procedures (which may include procedures currently used by the Company) to ensure that (1) information required by the Company to be disclosed to the Securities and Exchange Commission (“SEC”) and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis and (2) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure (“Disclosure Controls and Procedures”);
- Monitor the integrity and effectiveness of the Company’s Disclosure Controls and Procedures;
- Oversee the preparation and review of the Company’s quarterly and annual reports, proxy and information statements and supplementary regulatory disclosures (collectively, the “Disclosure Statements”);
- Oversee the evaluation of the effectiveness of the Company’s Disclosure Controls and Procedures as of the end of the period prior to the filing of the Company’s Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the “Periodic Reports”); and
- Discuss with the Senior Officers all relevant information with respect to the Committee’s proceedings, the preparation of the Disclosure Statements and the Committee’s evaluation of the effectiveness of the Company’s Disclosure Controls and Procedures.

In discharging its duties, the Committee shall have full access to all Company books, records, facilities, and personnel, including its internal auditors and the Audit Committee of the Board of Directors.

The Committee shall also have such other responsibilities as the Senior Officers may assign to it from time to time.

4. Authority

The Disclosure Committee operates under the authority of and reports to the Audit Committee of the Board of Directors.

The Chair shall be responsible for scheduling and presiding over meetings and preparing

agendas. The Chair may delegate any responsibilities from time to time and has the authority to empower members of the Committee and other employees or representatives of the Company (including its outside legal counsel and independent auditors) to act in furtherance of establishing and maintaining the appropriate Disclosure Controls and Procedures for the Company. Any question of interpretation of this Charter or the Committee's procedures shall be determined by the Senior Officers or, in their absence from any meeting, the Chair.

The Committee may designate and delegate its authority to two or more officers, at least one of whom shall be an attorney knowledgeable about SEC rules and regulations with respect to disclosure and at least one of whom shall be knowledgeable about financial reporting who can, acting together, approve Disclosure Statements (other than Periodic Reports) when time does not permit the full Committee to meet.

5. Meeting Administration

5.1 Schedule

The Committee shall meet as frequently as necessary to (i) ensure the accuracy and completeness of the Disclosure Statements, and to (ii) review SOX deficiency statistics and specific issues that rise to the level of a Significant Deficiency or Material Weakness. In addition, quarterly the Disclosure Controls and Procedures shall be summarized and presented to the Committee, and the Committee may determine whether any changes to the Disclosure Controls and Procedures are necessary or advisable in connection with the preparation of the Company's upcoming Periodic Reports or other Disclosure Statements, taking into account developments since the most recent meeting, including changes in the Company's organization and business lines and any change in economic or industry conditions.

To the extent applicable, the Committee should consider the items set forth in a written agenda for each meeting. The Committee may also keep written minutes of the conduct of its meetings, as it deems necessary and appropriate under the circumstances.

5.2 Pre-Meeting Distribution

Meeting agendas will be prepared by the Committee Chair, or designee, and will be provided in advance to members, along with appropriate briefing materials, whenever possible.

5.3 Meeting Presentations

The Committee Chair, in consultation with the Chief Accounting Officer and Corporate Controller, establishes meeting agendas and content.

5.4 Voting Requirements/Quorum

A voting quorum will be comprised of a majority of voting members. Each voting member will cast a vote, which will be tallied to determine the consensus. The Committee Chair casts the final vote. The final vote will be captured in minutes.

5.5 Interactions

The SOX/FDICIA Deficiency Classification Committee operates under the authority of and reports to this Committee.