

SUNTRUST BANKS, INC. SENIOR FINANCIAL OFFICERS CODE OF ETHICAL CONDUCT

Preface

The honesty, integrity, and sound judgment of senior financial officers is fundamental to the reputation and success of SunTrust. While all employees, officers, and directors are required to adhere to the SunTrust **Code of Conduct**, the professional and ethical conduct of senior financial officers is essential to the proper function and success of SunTrust as a leading financial services provider.

Senior financial officers hold an important and elevated role in corporate governance. These individuals are key members of the management team, who are uniquely capable and empowered to ensure that the interests of stakeholders (including shareholders, clients, employees, suppliers, and citizens of the communities in which SunTrust operates) are appropriately balanced, protected, and preserved. Senior financial officers fulfill this responsibility by prescribing and enforcing the policies and procedures employed in SunTrust's financial operations.

Senior Financial Officers Code of Ethical Conduct

Senior financial officers of SunTrust performing accounting, audit, financial management, or similar functions must:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide colleagues with information that is accurate, complete, objective, relevant, timely, and understandable.
- Comply with applicable laws, rules, and regulations of federal, state, and local governments (both United States and foreign) and other appropriate private and public regulatory agencies.
- Act in good faith, with due care, competence, and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of employment.
- Share knowledge and maintain skills necessary and relevant to SunTrust's needs.
- Proactively promote ethical and honest behavior within the workplace.
- Assure responsible use of and control of all assets, resources, and information in possession of SunTrust.

All senior financial officers are expected to adhere to both the SunTrust **Code of Conduct** and the **Code of Ethical Conduct for SunTrust Senior Financial Officers** at all times. The board of directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from the **Code of Ethical Conduct**. Any waiver and the grounds for such waiver for a senior financial officer shall be promptly disclosed through a filing with the Securities and Exchange Commission on Form 8-K. Additionally, any change of this **Code of Ethical Conduct** shall be promptly disclosed to stockholders.