



AUTHORITY

The Committee is granted the authority to perform the duties enumerated in this Charter and, upon the direction and approval of the Board, to investigate any human resources or compensation activity of the Company. Company means the Company and its affiliates.

PURPOSE

The Board delegates to the Committee strategic and design responsibility on a broad range of issues to ensure that the Chief Executive Officer (CEO), executive officers and other key management of the Company are compensated effectively in a manner consistent with the stated compensation strategy of the Company, risk considerations, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies; and to review and approve guidelines for executive compensation plans and review and approve the major design elements of certain other employee benefits plans. The Committee oversees the development and operation of the Company's incentive compensation systems and related control processes.

RESPONSIBILITIES

The Committee shall be responsible for the following:

- 1) Review and approve total compensation for the CEO and the Named Executive Officers in the annual Proxy statement and review total compensation for executives holding the title of Corporate Executive Vice President or higher. Review total compensation for key management and other officers where incentive compensation is a material amount. Total compensation includes base salary, short-term and long-term incentive compensation opportunities and awards, benefits, perquisites, severance arrangements and special or supplemental opportunities or awards.
- 2) Review and approve corporate goals and objectives relevant to CEO compensation and, in consultation with the Board, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on that evaluation. The Committee reviews its determinations with respect to the CEO's compensation level with the Board.
- 3) Review and approve the structure, award opportunities and guidelines for the Company's executive compensation plans which include cash incentives, equity incentives, benefits, perquisites and certain other compensation and benefit arrangements.
- 4) Determine actual performance under performance based incentive plans including the annual management short-term incentive plan and long-term performance based incentive plans.



- 5) Review and approve transactions involving compensation of executive officers pursuant to the Company's Policy with Respect to Related Party Transactions.
- 6) Provide oversight for the Company's incentive compensation programs and related control processes.
 - a. Monitor and ensure that the compensation programs for business units and individual employees that can expose the firm to large amounts of risk are designed and operated in a manner that appropriately balance risk and financial results.
 - b. Review and discuss on an annual basis an assessment, by the Chief Risk Officer, of the effectiveness of the design and operation of the organization's incentive compensation systems in providing risk-taking incentives that are consistent with the organization's safety and soundness.
- 7) Related to the annual Proxy statement and shareholders meeting:
 - a. Review and discuss with management, annually, the Compensation Discussion and Analysis (CD&A) drafted by the Company and approve and recommend to the Board that the CD&A be included in the Company's SEC filings.
 - b. Review and approve the compensation committee report on executive officer compensation, as required by the SEC, that is included in the Company's annual proxy statement.
 - c. Review and evaluate any compensation-related matters to be considered by shareholders at the annual meeting, including those related to equity compensation, and recommend any actions to be taken by the Board with respect to those proposals.
- 8) Approve and oversee compliance of the Company's stock ownership guidelines.
- 9) Review and approve changes to retirement and welfare benefits plans that result in a material change in cost or the benefit level provided.
- 10) Review key Human Resources activities including leadership diversity updates and talent moves of executives in critical roles.
- 11) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 12) Conduct an annual evaluation of the Committee's performance.



MEETINGS

The Committee shall generally meet quarterly and at other times as the Chairman of the Committee shall designate in accordance with the bylaws. As necessary or desirable, the Committee Chair may request that certain members of management be present at meetings of the Committee.

REPORTS AND MINUTES

The Committee shall report regularly to the Board or as required by the nature of its activities and shall make recommendations to the Board as the Committee decides is appropriate. The Committee shall publish minutes for each meeting. The Committee Chairman shall review and approve the Committee minutes which are filed with the Corporate Secretary for retention with the records of the Company.

RESOURCES

Primary staff support for the Committee shall be provided by SunTrust Human Resources.

The Committee, in its discretion, may form and delegate authority to subcommittees and to appropriate officers.

Further, the Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms, for which the Company will provide funding. Prior to engaging such advisors, the Committee shall consider the independence of such advisor, including:

- a. the provision of other services to the Company by the firm that employs the advisor,
- b. the amount of fees received from the Company by the advisor's firm as a percentage of the firm's total revenues,
- c. the policies and procedures of the advisor's firm that are designed to prevent conflicts of interest,
- d. any business or personal relationship of the advisor with a member of the Committee,
- e. any stock of the Company owned by the advisor, and
- f. any business or personal relationship of the advisor or of the advisor's firm with an executive officer of the Company.

The Committee shall also work with the Audit and Risk Committees as appropriate.

MEMBERSHIP



The Board of Directors of SunTrust Banks, Inc. shall annually appoint a Compensation Committee (the "Committee") comprised of three or more Directors. Each such director shall (1) meet the independence requirements of the New York Stock Exchange; (2) be a "disinterested person" within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934; and (3) be an "outside director" for purposes of Section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended. One of the members shall be elected Chairman by the Board of Directors. The Board may replace members of the Committee.