

## **SunTrust Banks, Inc.**

### **Disclosure Committee Charter**

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

#### **I. Purpose.**

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 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.

#### **II. Responsibility.**

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 and proxy and information statements (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”).
- 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.

### III. Organization.

The membership of the Committee shall consist of the following:

1. General Counsel, Chairman of the Committee
2. President & Chief Operating Officer
3. Chief Risk Officer
4. Controller
5. Chief Audit Executive
6. Investor Relations Director
7. Tax Director
8. Chief Human Resources Officer
9. Associate General Counsel – SEC Disclosure

Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers or the Chairman 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 when time does not permit the full Committee to meet.

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.

The Chairman shall be responsible for scheduling and presiding over meetings and preparing agendas. The Chairman may delegate any of his 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 Chairman.

From time to time, as appropriate, the Committee shall meet with the Senior Officers and submit for their approval Disclosure Controls and Procedures, including policies and procedures of this Committee, as well as policies and procedures to test the effectiveness of the Disclosure Controls and Procedures.

The Committee shall meet as frequently as circumstances dictate to (i) ensure the accuracy and completeness of the Disclosure Statements and (ii) evaluate the Disclosure Controls and Procedures and 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.

IV. Other Responsibilities.

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

*Last updated: May 22, 2012.*