

PEARSON, J.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

MARY H. WOJNO, In Her Capacity as the)	
Trustee of the MARY H. WOJNO)	CASE NO. 5:16CV00461 (Lead Case)
REVOCABLE TRUST, on Behalf of Itself)	
and All Others Similarly Situated, <i>et al.</i> ,)	
)	JUDGE BENITA Y. PEARSON
Plaintiffs,)	
)	
v.)	
)	<u>SCHEDULING ORDER AND</u>
FIRSTMERIT CORPORATION, <i>et al.</i> ,)	<u>ORDER PRELIMINARILY</u>
)	<u>APPROVING PROPOSED</u>
Defendants.)	<u>SETTLEMENT</u> [Resolving ECF No. 78]

On October 7, 2016, the Court held a Preliminary Approval Hearing regarding the Unopposed Motion for Preliminary Approval of Settlement, Notice, and Class Action Settlement ([ECF No. 78](#)) filed by Plaintiffs. The Parties, by and through their respective counsel, have agreed to settle the above-captioned consolidated putative shareholder class action (the “Action”). The Parties to the Action have applied, pursuant to FED. R. CIV. P. 23(e), for an Order preliminarily approving the proposed Settlement of the Action in accordance with the Stipulation of Settlement entered into by the parties on September 28, 2016 (the “Stipulation”), and for the dismissal of the Action upon the terms and conditions set forth in the Stipulation.

Having considered the reasons articulated in the motion as well as those presented to the Court during the hearing and the joint supplemental submissions, as amended ([ECF No. 87](#)), the Court issues the following orders:

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1. This Order incorporates and makes part hereof the Stipulation ([ECF No. 78-2](#)), including the relevant Exhibits thereto. Unless otherwise defined, the capitalized terms in this Order have the same meaning as they have in the Stipulation.

2. The Court preliminary concludes, based on the information submitted to date, that each of the provisions of FED. R. CIV. P. 23 has been satisfied, and that the Action can properly be maintained as a class action for settlement purposes according to the provisions of FED. R. CIV. P. 23(a), 23(b)(1), and 23(b)(2). Specifically, the Court finds that (a) the Class is so numerous that joinder of all members is impracticable; (b) there are questions of law and fact common to the Class; (c) the claims of Plaintiffs as representative plaintiffs are typical of the claims of the Class; (d) the Plaintiffs and their counsel have fairly and adequately protected and represented the interests of the Class; and (e) prosecuting separate actions by individual class members would create a risk of inconsistent or varying adjudications that would establish inconsistent standards of conduct for Defendants and/or the Action alleges that Defendant acted or refused to act on grounds that apply generally to the Class, such that final injunctive relief is appropriate respecting the Class as a whole.

3. Solely for purposes of the Settlement, the Action shall be preliminarily certified and maintained as a non-opt-out class action, pursuant to FED. R. CIV. P. 23(a), 23(b)(1), and 23(b)(2). Accordingly, the Court preliminarily certifies a class that includes:

any and all record holders and beneficial holders of FirstMerit stock who held or owned such stock at any time during the period beginning on and including January 26, 2016 through and including August 16, 2016 (the closing date of the Merger), including any and all of their respective predecessors-in-interest, predecessors,

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successors-in-interest, successors, trustees, executors, administrators, estates, heirs, assigns, and transferees, immediate and remote, and any Person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns (the “Class”). (Excluded from the Class are Defendants, members of their immediate families, and any Person, firm, trust, corporation or other entity related to, controlled by, or affiliated with, any Defendants, and the legal representatives, heirs, successors, and assigns of such excluded Persons.)

4. The proposed Settlement, as embodied in the Stipulation and the relevant Exhibits at [ECF No. 78-2](#), is hereby preliminarily approved as fair, reasonable, adequate, and in the best interests of the Class, subject to further consideration at a final hearing on the proposed Settlement (the “Fairness Hearing”). In approving the proposed Settlement, among other things, the Court has considered: (1) the risk of fraud or collusion; (2) the complexity, expense and likely duration of litigation; (3) the amount of discovery engaged in by the parties; (4) the likelihood of success on the merits; (5) the opinions of class counsel and class representatives; (6) the reaction of absent class members; and (7) the public interest. The Court concludes that these factors support approval.

5. The Fairness Hearing before Judge Benita Y. Pearson shall be held no earlier than 90 days from the entry of this Order in Courtroom 351, Thomas D. Lambros United States Court House, 125 Market Street, Youngstown, Ohio 44503, to:

- a. Determine whether the preliminary certifications herein should be made final;
- b. Determine whether the Settlement should be finally approved by the Court as fair, reasonable, adequate, and in the best interests of the Class;

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- c. Determine whether a Final Judgment (in the form attached to the Stipulation as Exhibit B) should be entered in the Action pursuant to the Stipulation;
- d. Consider the joint application of Plaintiffs and Plaintiffs' Counsel for an award of attorneys' fees and expenses;
- e. Hear and determine any objections to the Settlement or the application of Plaintiffs' Counsel in the Action for an award of attorneys' fees and expenses; and
- f. Consider other matters that the Court deems appropriate.

6. The Court reserves the right to adjourn the Fairness Hearing or any adjournment thereof, including the consideration of the application for attorneys' fees, without further notice of any kind other than oral announcement at the Fairness Hearing or any adjournment thereof.

7. At least forty-five (45) days prior to the Fairness Hearing, FirstMerit, or its successor in interest, shall cause the Notice, substantially in the form attached hereto as Exhibit A ("Summary Notice"), to be mailed by United States mail, postage pre-paid, to all reasonably identifiable members of the Class at their last known addresses set forth in the stock transfer records maintained by or on behalf of FirstMerit. All record holders in the Class who were not also the beneficial owners of the shares of common stock of FirstMerit held by them of record are requested to forward the Notice to such beneficial owners of those shares. FirstMerit, or its successor in interest, shall use reasonable efforts to give notice to such beneficial owners by (a) making additional copies of the Notice available to any record holder who, prior to the Fairness Hearing, requests copies for distribution to beneficial owners, or (b) mailing additional copies of the Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial holders. FirstMerit, or its successor in interest, shall be

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responsible for and shall pay all costs and expenses incurred in providing such Notice to the members of the Class.

8. Plaintiffs' Counsel shall cause to be published an internet website containing a copy of the Notice, a long form notice substantially in the form attached hereto as Exhibit B ("Long Form Notice"), and a copy of the Stipulation ([ECF No. 78-2](#)) and its relevant Exhibits, as executed by the Parties on September 28, 2016. A copy of the Long Form Notice and Stipulation shall also be made available to those interested Class Members that make a request of Plaintiffs' Counsel.

9. The Court approves, in form and substance, the Notice and Long Form Notice, substantially in the forms described in ¶¶ 7 and 8 of this Order. The Court finds that the form and method of notice specified herein is the best notice practicable and shall constitute due and sufficient notice of the Fairness Hearing to all Persons entitled to receive such notice, and fully satisfies the requirements of due process, FED. R. CIV. P. 23, and applicable law.

10. At least seven (7) calendar days prior to the date of the Fairness Hearing, Defendants' Counsel shall file with the Court proof, by affidavit, of dissemination of the Notice, and proof, by affidavit, of notice to relevant public officials in accordance with the Class Action Fairness Act, 28 U.S.C. § 1715(b).

11. At least twenty-one (21) calendar days prior to the Fairness Hearing, all papers including memoranda and briefs in support of the Settlement and attorneys' fees and expenses shall be filed and served. If any objections to the Settlement are received or filed, Plaintiffs

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and/or Defendants may serve and file a brief in response to those objections no later than seven (7) calendar days before the Fairness Hearing.

12. All proceedings in the Action, except for those proceedings related to the Settlement, shall be stayed until the resolution of all such Settlement-related proceedings. Subject to the order of the Court, pending final determination of whether the Settlement provided for in the Stipulation should be approved, each and all of the Releasing Persons, are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement, prosecution, or instigation of any action asserting any claims that are, or relate in any way to, Settled Claims (including Unknown Claims), either directly, representatively, derivatively, or in any other capacity, against any Released Person.

13. Any member of the Class who objects to the Settlement, the Order and Final Judgment to be entered in the Action, and/or the joint application by Plaintiffs and Plaintiffs' Counsel for attorneys' fees and expenses, or who otherwise wishes to be heard, may appear in person or by his or her attorney at the Fairness Hearing at the Class member's expense and present evidence or argument that may be proper and relevant.

14. Any member of the Class who objects to the Settlement shall be heard, and any papers, briefs, pleadings, or other documents submitted by any members of the Class shall be considered by the Court, provided that not later than fifteen (15) calendar days prior to the Fairness Hearing, such Person sends a letter saying that the Member objects to the settlement in Case No. 5:16-CV-00461, *In re FirstMerit Corporation Shareholder Litigation*, in the United States District Court for the Northern District of Ohio. The letter must include: (a) the Person's

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name, address, telephone number, and signature; (b) a detailed statement of the Person's specific objections; (c) the grounds for such objections and the reasons why such member of the Class desires to appear and be heard; and (d) documents or writings such Person desires the Court to consider. The Person must also include proof of membership in the Class, by way of brokerage statement, account statement, or other document evidencing ownership of shares of FirstMerit stock during the Class Period. The Person must mail or fax the objection to each of the addresses listed below:

Office of the Clerk of Court¹
Thomas D. Lambros United States Court House
125 Market Street
Youngstown, OH 44503
*See return copy instructions in footnote below.

Michael J. Palestina
KAHN SWICK & FOTI, LLC
206 Covington Street
Madisonville, LA 70447
Tel: (504) 455-1400
Fax: (504) 455-1498
Attorneys for Lead Plaintiff Mary H. Wojno and Co-Lead Counsel

Shannon L. Hopkins
LEVI & KORSINSKY, LLP
733 Summer Street, Suite 304
Stamford, CT 06901
Tel: (203) 992-4523
Fax: (212) 363-7500
Attorneys for Lead Plaintiff Jack Wilkinson and Co-Lead Counsel

¹To receive a return copy from the Office of the Clerk of Court, the Person must include with their letter one (1) additional copy of the letter and a self-addressed stamped envelope. The Office of the Clerk of Court will stamp both copies and return one (1) copy to the sender.

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Brian D. Long
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2 Righter Parkway, Suite 120
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WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, NY 10019
Tel: (212) 403-1382
Fax: (212) 403-2382
Attorneys for Huntington Defendants

15. Any Person who fails to object in the manner described in ¶ 14 shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding. Except for good cause shown, no Person other than Plaintiffs' Counsel and counsel for the Defendants shall be heard, and no papers, briefs, pleadings, or other documents submitted by any member of the Class shall be considered by the Court unless the Person objects in the manner described in ¶ 14. Settlement

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Class members who do not object need not appear at the Fairness Hearing or take any other action to indicate their approval.

16. Neither the Stipulation nor the Settlement, or any orders or judgments entered in connection with the Stipulation or the Settlement, the MOU, the negotiations leading up to or in connection with the Stipulation, or the MOU or the Settlement nor any action taken pursuant to or to carry out the Stipulation or the Settlement, including any documents produced in Confirmatory Discovery, is, may be construed as, or may be used as evidence or an admission by or against Defendants or the other Released Persons of any fact, claim, assertion, matter, contention, fault, culpability, obligation, wrongdoing or liability whatsoever but that the Stipulation and its exhibits and any order entered in connection therewith may be filed in the Action or related litigation as evidence of the Settlement, or to enforce its terms or in any other or subsequent action against or by the Released Persons to support a defense of *res judicata*, collateral estoppel, release or other theory of claim or issue preclusion or similar defense.

17. Any Person falling within the definition of the Class shall be bound by all determinations and judgments in the Action concerning the Settlement, including, but not limited to, the releases provided for therein, whether favorable or unfavorable to the Class.

18. If the Settlement is approved by the Court following the Fairness Hearing, a Final Judgment will be entered as described in the Stipulation.

19. If any specified condition to the Settlement set forth in the Stipulation is not satisfied and counsel for Plaintiffs or Defendants elects to terminate the Settlement as provided for in the Stipulation, the Stipulation and this Order shall have no force or effect (other than as

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contemplated in the Stipulation), and all negotiations and statements made in connection therewith shall be without prejudice to any Person or entities' rights, and the Parties to the Action shall be restored to their respective positions existing prior to the execution of the MOU.

20. The Court may, for good cause shown, extend any of the deadlines set forth in this Order or adjourn the date for the Fairness Hearing without further notice to members of the Class.

21. The Court retains exclusive jurisdiction over the Action to consider all further matters arising out of, or connected with, the Settled Claims.

22. This matter is set for Fairness Hearing before Judge Benita Y. Pearson on February 1, 2017 at 1:30 p.m. in Courtroom 351, Thomas D. Lambros United States Court House, 125 Market Street, Youngstown, Ohio 44503.

IT IS SO ORDERED.

October 31, 2016
Date

/s/ Benita Y. Pearson
Benita Y. Pearson
United States District Judge

Exhibit A

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF OHIO

**If you held FirstMerit Corp. stock between
January 26, 2016 and August 16, 2016, your rights
will be affected by this class action settlement.**

A federal court authorized this notice. This is not a solicitation from a lawyer.

A settlement has been proposed in a class action lawsuit related to the acquisition of FirstMerit by Huntington. The settlement resolves, among other things, allegations about the adequacy of the disclosures in a joint proxy statement filed by FirstMerit and Huntington with the SEC.

WHO IS INCLUDED?

You are a class member if you held (directly or indirectly) FirstMerit stock during the period from January 26, 2016 (the day the merger was announced) through August 16, 2016 (the day the merger closed). If you are not sure if you are included, you can get more information, including a detailed notice, at http://www.zlk.com/zlk_news/firstmerit-corporation-shareholders-litigation or by contacting Shannon L. Hopkins, Esq., Levi & Korsinsky LLP, 733 Summer Street, Suite 304, Stamford, CT 06901.

WHAT IS THIS CASE ABOUT?

The lawsuit claimed that the FirstMerit Board of Directors breached their fiduciary duties and violated the federal securities laws in connection with the merger between FirstMerit and Huntington. Defendants have denied and continue to deny that they did anything wrong. Both sides agreed to the settlement to resolve the case and provide any missing information to investors before FirstMerit shareholders voted on the merger.

WHAT DOES THE SETTLEMENT PROVIDE?

FirstMerit made supplemental disclosures prior to the FirstMerit shareholder vote on the

merger. The information contained in the supplemental disclosures had not been included in the Proxy filed with the SEC and plaintiffs considered such information to be material and important for FirstMerit shareholders to make a fully informed decision with respect to whether or not to vote their shares in favor of the acquisition.

WHAT ARE YOUR RIGHTS

Class Members rights will be affected by the settlement. The United States District Court for the Northern District of Ohio will hold a fairness hearing in this Action (*In re FirstMerit Corporation Shareholder Litigation*, Case. No. 5:16-CV-00461) on [insert date] at [insert time] to consider whether to approve the settlement and a request by class counsel for attorneys' fees and costs.

You may appear at the fairness hearing, but you do not have to. If you would like to object to the settlement or appear at the fairness hearing, you must make certain filings with the Court prior to [insert date], as explained in the detailed notice available online and from class counsel.

WANT MORE INFORMATION?

For additional information, including a detailed notice of the settlement explaining your right to object and/or appear at the upcoming fairness hearing, you may visit the website above or write to class counsel at the following address: Shannon L. Hopkins, Esq., Levi & Korsinsky LLP, 733 Summer Street, Suite 304, Stamford, CT 06901.

Exhibit B

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF OHIO

A federal court authorized this notice. This is not a solicitation from a lawyer.

TO: All record holders and beneficial holders of FirstMerit Corporation stock who held or owned such stock at any time during the period beginning on and including January 26, 2016 through and including August 16, 2016, including any and all of their respective predecessors-in-interest, predecessors, successors-in-interest, successors, trustees, executors, administrators, estates, heirs, assigns, and transferees, immediate and remote, and any Person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns.

PLEASE READ ALL OF THIS NOTICE CAREFULLY. YOUR RIGHTS WILL BE AFFECTED BY THE LEGAL PROCEEDINGS IN THIS ACTION.

IF YOU HELD OR TENDERED THE COMMON STOCK OF FIRSMERIT FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER.

THIS NOTICE IS NOT INTENDED TO BE A COMPLETE DESCRIPTION OF THE SETTLEMENT. THE STIPULATION OF SETTLEMENT CONTAINS THE FULL AND COMPLETE TERMS OF THE SETTLEMENT, AND IS AVAILABLE AS SET FORTH BELOW.

OVERVIEW

The purpose of this Notice is to inform you of the proposed settlement of the shareholder class action captioned *In re FirstMerit Corporation Shareholder Litigation*, Case No. 5:16-CV-00461, currently pending in the United States District Court for the Northern District of Ohio. The settlement resolves claims relating to the merger between FirstMerit Corporation and Huntington Bancshares, Inc. (the “Merger”).

If you are a member of the Class (as defined below), you have the following rights and options in connection with the settlement, which are described in greater detail in this Notice:

Your Legal Rights and Options in the Settlement	
DO NOTHING	You will be bound by the judgment entered by the Court if it approves the Settlement, including releasing the Settled Claims (as defined below).
OBJECT	You may write to the Court if you wish to object to the settlement.
GO TO THE FAIRNESS HEARING	You may attend and, subject to certain requirements described below, ask to speak at the fairness hearing.

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I. BASIC INFORMATION

1. What is the purpose of this Notice?

The purpose of this Notice is to inform you of the proposed settlement (the “Settlement”) of the shareholder class action captioned at *In re FirstMerit Corporation Shareholder Litigation*, Case No. 5:16-CV-00461 (the “Action”), pending before the United States District Court for the Northern District of Ohio (the “Court”), on the terms set forth in the Stipulation of Settlement filed with the Court on September 28, 2016 (the “Stipulation”).

This Notice also informs you that the Court has conditionally certified a Class (as defined below) for purposes of the Settlement and notifies you of your right to participate in a hearing to be held on _____, before the Court in the Thomas D. Lambros United States Court House, 125 Market Street, Youngstown, Ohio 44503 (the “Fairness Hearing”).

The purpose of the Fairness Hearing is to:

- determine whether the Court should approve the Settlement as fair, reasonable, adequate, and in the best interests of the Class and direct consummation of the Settlement in accordance with its terms and conditions;
- determine whether to certify the Class as a non-opt out class for purposes of the settlement pursuant to Federal Rule of Civil Procedure 23(a), 23(b)(1), and 23(b)(2);
- determine whether Plaintiffs Mary H. Wojno, Jack Wilkinson, and Michael Hafner, who have been appointed as lead plaintiffs to act as representatives of the Class, and their counsel at the law firms of Kahn Swick & Foti, LLC, Levi & Korsinsky LLP, and Rigrodsky & Long, P.A., who have been appointed as co-lead counsel to the lead plaintiffs, have adequately represented the interests of the Class in the Action;
- determine whether to dismiss the Releasing Persons’ (as defined below) claims with prejudice against the Released Persons (as defined below);
- determine whether to permanently bar and enjoin the members of the Class from instituting, commencing, prosecuting, participating in, or continuing any action or other proceeding in any court or tribunal of this or any other jurisdiction, either directly, representatively, derivatively or in any other capacity, asserting any claims that are, arise out of, or in any way relate to, the Settled Claims;
- rule on the application of Plaintiffs’ Counsel for an award of attorneys’ fees and expenses;
- hear and determine any objections to the Settlement and to final certification of the Class; and

- to consider other matters, including a request by Plaintiffs and Plaintiffs' Counsel for an award of attorneys' fees and reimbursement of expenses.

This Notice explains the lawsuit and the Settlement, and describes the rights that you may have under the Settlement and what steps you may, but are not required to, take in relation to the Settlement. If the Court approves the Settlement, the Parties to the Action will ask the Court at the Fairness Hearing to enter an Order and Final Judgment dismissing the Action with prejudice.

2. What is this Action about?

This Action is a consolidated shareholder class action lawsuit that alleges that the Board of FirstMerit breached their fiduciary duties owed to each of the individual Plaintiffs and all shareholders of the Company when it entered into a definitive agreement for Huntington to acquire the Company. Additionally, Plaintiffs allege that the Board violated the federal securities laws of the United States of America by filing with the United States Securities and Exchange Commission ("SEC") a materially misleading proxy statement that sought to induce FirstMerit shareholders' support for the merger with Huntington. Defendants have denied and continue to deny each and every claim and contention alleged by the Plaintiffs in the Action.

3. Who are the named parties in the Action?

Plaintiffs Mary H. Wojno, in her capacity as the Trustee of the Mary H. Wojno Revocable Trust; Jack Wilkinson; and Michael Hafner (collectively, "Plaintiffs") were all shareholders of FirstMerit Corporation ("FirstMerit" or the "Company") at all times relevant hereto, and are each a member of the Class (as defined herein) that they seek to represent.

The Defendants are the Company's Board of Directors (the "Board" or the "Individual Defendants") (Paul G. Greig, John C. Blickle, Phillip A. Lloyd II, Terry L. Haines, R. Cary Blair, Karen S. Belden, Robert W. Briggs, Richard Colella, Gina D. France, J. Michael Hochschwender, Steven H. Baer, Russ M. Strobel, Lizabeth A. Ardisana, and Robert S. Cubbin); FirstMerit; Huntington Bancshares, Incorporated ("Huntington"); and West Subsidiary Corporation ("West").

4. Why is this a class action?

In a class action, one or more people called Class Representatives sue on behalf of people who have similar (or in this case, identical) claims. One court resolves the issues for all members of the Class. United States District Judge Benita Y. Pearson of the United States District Court for the Northern District of Ohio is in charge of this class action.

5. Why is there a settlement?

Plaintiffs' Counsel have reviewed and analyzed the claims asserted in the Action, including by conducting discussions with counsel to Defendants; analyzing disclosures provided by FirstMerit, confidential documents produced by Defendants, documents obtained through publicly available sources, applicable case law, and other authorities; conducting depositions;

and communicating with Plaintiffs' financial consultant. Based on this investigation, Plaintiffs decided to settle the Action after taking into account, among other things, (1) the benefits to the Class from the litigation of the Action and the Settlement; (2) the risks of continued litigation in this Action; and (3) the conclusion reached by the Plaintiffs and their counsel that the Settlement is fair, reasonable, adequate, and in the best interests of the Class and has resulted in a benefit to them.

Plaintiffs' Counsel believes that the Supplemental Disclosures filed by the Company with the SEC on a Current Report Form 8-K on June 7, 2016 (the "Supplemental Disclosures") provided to FirstMerit's shareholders set forth substantial additional information that had previously been undisclosed, and thereby allowed for a more informed vote on the Merger. Plaintiffs' Counsel also recognized and acknowledged the expense and length of continued litigation against Defendants through trial and through appeals. Plaintiffs' Counsel have also taken into account the uncertain outcome and the risk of any litigation, especially in complex actions such as the Action, as well as the difficulties and delays inherent in such litigation. They are also mindful of the inherent problems of proof and possible defenses to the claims asserted in the Action.

Defendants have denied and continue to deny each and every claim and contention alleged by the Plaintiffs in the Action. Defendants have expressly denied and continue to deny all charges of wrongdoing or liability against them as alleged in the complaints in the Action, and specifically deny that the proxy materials provided to FirstMerit and Huntington shareholders were incomplete or in any way misleading or that any additional disclosure was required under the SEC rules or any applicable legal principle. Further, Defendants have denied and continue to deny that they have committed, threatened to commit, or aided and abetted in the commission of any wrongdoing, violation of law, or breach of duty in connection with the Settled Claims and the subject matter thereof, including with respect to the proxy materials and the disclosures to FirstMerit and Huntington shareholders contained therein.

II. WHO IS IN THE SETTLEMENT?

To know if your legal rights will be affected by the Settlement, you will first have to decide if you are a member of the Class.

6. Who is a member of the Class?

The "Class" includes any and all record holders and beneficial holders of FirstMerit stock who held or owned such stock at any time during the period beginning on and including January 26, 2016 through and including August 16, 2016 (the closing date of the Merger) (the "Class Period"), including any and all of their respective predecessors-in-interest, predecessors, successors-in-interest, successors, trustees, executors, administrators, estates, heirs, assigns, and transferees, immediate and remote, and any Person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns. Excluded from the Class are Defendants, members of their immediate families, and any Person, firm, trust, corporation or

other entity related to, controlled by, or affiliated with, any Defendants, and the legal representatives, heirs, successors, and assigns of such excluded Persons.

If you are not sure whether you are a member of the class, you can contact Plaintiffs' Counsel for assistance at (212) 363-7500.

III. HOW DID THE ACTION REACH THIS POINT?

The following recitation does not constitute findings of the Court. It is based on statements of the Parties and should not be understood as an expression of any opinion of the Court as to the merits of any of the claims or defenses raised by any of the Parties.

7. Background of the Action

On January 26, 2016, FirstMerit and Huntington Bancshares, Incorporated ("Huntington") announced that their respective boards of directors had approved a definitive agreement under which Huntington would acquire FirstMerit. Under the terms of the Merger, FirstMerit shareholders were entitled to receive 1.72 shares of Huntington stock and \$5.00 in cash for each FirstMerit share they held.

On February 26, 2016, Mary H. Wojno ("Wojno"), in her capacity as the Trustee of the Mary H. Wojno Revocable Trust, filed the Wojno Action alleging that Defendants breached their fiduciary duties and/or aided and abetted breaches of fiduciary duties in connection with entering into the Merger.

On March 4, 2016, Huntington made its initial filing of a Registration Statement on Form S-4 with the United States Securities and Exchange Commission ("SEC"), which included the preliminary joint proxy statement/prospectus of Huntington and FirstMerit and which was amended from time to time.

On March 23, 2016, Jack Wilkinson ("Wilkinson") filed the Wilkinson Action, alleging that Defendants breached their fiduciary duties and/or aided and abetted breaches of fiduciary duties in connection with entering into the Merger and violated Section 14(a) and Section 20(a) of the Securities Exchange Act of 1934 ("Exchange Act") by allegedly disseminating a preliminary proxy statement that was materially misleading.

On March 28, 2016, Michael Hafner ("Hafner") filed the Hafner Action alleging that Defendants breached their fiduciary duties and/or aided and abetted breaches of fiduciary duties in connection with entering into the Merger and violated Section 14(a) and Section 20(a) of the Exchange Act by allegedly disseminating a preliminary proxy statement that was materially misleading.

On April 4, 2016, Wojno filed an amended class action and derivative complaint in the Northern District of Ohio, which included disclosure-based claims under Section 14(a) and Section 20(a) of the Exchange Act.

On April 7, 2016, Wojno and Wilkinson made a motion for limited expedited discovery, which was opposed by Defendants on April 21.

On April 29, 2016, Huntington and FirstMerit each filed the Joint Proxy with the SEC, which they assert was mailed to the respective company's stockholders.

On May 6, 2016, the Court denied Wojno's and Wilkinson's motion for expedited discovery finding that discovery was stayed pursuant to the Private Securities Litigation Reform Act of 1995 pending a decision on Defendants' forthcoming motion to dismiss.

On May 9, 2016, the Court entered proposed orders consolidating the Wojno, Wilkinson, and Hafner actions, designating the March 23, 2016 complaint filed in the Wilkinson action as the operative complaint, and establishing an organizational structure designating interim lead plaintiffs and interim co-lead counsel.

On May 18, 2016, Plaintiffs filed a motion for preliminary injunction seeking to enjoin the FirstMerit shareholder vote scheduled for June 13, 2016 until such time as Defendants supplemented the Joint Proxy as specified in the memorandum accompanying Plaintiffs' motion. On May 20, 2016, Defendants filed a motion to dismiss the operative complaint, and on May 27, 2016, Defendants filed an opposition to Plaintiffs' motion for preliminary injunction.

Between May 16, 2016 and June 6, 2016, Defendants' counsel and Plaintiffs' Counsel conducted negotiations regarding a potential settlement of the Action. On June 6, 2016, the Parties reached an agreement in principle, set forth in a Memorandum of Understanding ("MOU"), providing for settlement of the Action by and among the Parties, on behalf of themselves and the putative Class on behalf of whom Plaintiffs brought the Action.

Pursuant to the MOU, as a result of the pendency and prosecution of the Action and extensive arm's-length negotiations, Defendants agreed that, inter alia, FirstMerit would file with the SEC a Current Report on Form 8-K (the "Form 8-K") containing certain agreed-upon supplemental disclosures concerning the Merger (the "Supplemental Disclosures"). On June 7, 2016, FirstMerit filed with the SEC a Form 8-K that included, inter alia, the Supplemental Disclosures.

On June 13, 2016, the shareholders of FirstMerit and Huntington, respectively, voted in favor of the Merger. FirstMerit shareholders approved the Merger by an affirmative vote of approximately 98% of votes cast. Huntington shareholders approved the issuance of Huntington common stock in connection with the Merger by an affirmative vote of approximately 99% of votes cast. On August 16, 2016, the Merger closed.

Following shareholder approval of the Merger, pursuant to the terms of the MOU, Defendants provided Plaintiffs' Counsel with confirmatory discovery to allow Plaintiffs to confirm the fairness, reasonableness and adequacy of the proposed Settlement (the "Confirmatory Discovery"). During August 2016, Defendants produced to Plaintiffs' Counsel more than 11,500 pages of confidential documents as part of Confirmatory Discovery, including

contemporaneous process-related emails and financial materials both from FirstMerit and its financial advisors.

As part of Confirmatory Discovery, Plaintiffs' Counsel also conducted depositions of FirstMerit personnel and a representative of Sandler O'Neill, FirstMerit's financial advisor. On August 31, 2016, Plaintiffs' Counsel deposed William Burgess, a Principal in Sandler O'Neill's Investment Banking Group who served as the primary advisor to FirstMerit in connection with the Merger. On September 2, 2016, Plaintiffs' Counsel deposed Paul Greig, FirstMerit's Chairman, Chief Executive Officer, and President. On September 6, 2016, Plaintiffs' Counsel deposed John Blicke, FirstMerit's lead director and the non-executive director most involved in the sales process.

IV. WHAT ARE THE TERMS OF THE SETTLEMENT?

8. Summary of the Settlement

In consideration for the Settlement and the release of all Settled Claims, FirstMerit made the Supplemental Disclosures in the Form 8-K filed with the SEC on June 7, 2016. The information contained in the Supplemental Disclosures had not been included in the Joint Proxy filed with the SEC on April 29, 2016, and Plaintiffs considered such information to be material and important for FirstMerit shareholders to make a fully informed decision with respect to whether or not to vote their shares in favor of the Merger. The full text of the Supplemental Disclosures is attached to the Stipulation as Exhibit A.

Subject to the approval of the Court, the Settled Claims shall be finally and fully compromised, settled, and released, and the Action shall be dismissed with prejudice, as to all Parties, upon and subject to the terms and conditions of the Stipulation. The Settlement further provides that each and all of the Releasing Persons shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged all Settled Claims (including Unknown Claims) against the Released Persons and shall have covenanted not to sue the Released Persons with respect to any or all such Settled Claims.

The Settlement also provides that the Defendants shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged, Plaintiffs, each and all of the Class Members, and Plaintiffs' Counsel from all claims (including Unknown Claims), based upon or arising out of the institution, prosecution, assertion, settlement, or resolution of the Action or the Settled Claims, except to enforce the releases, waivers, covenants-not-to-sue, or other terms and conditions contained in the Stipulation; provided, however, that the release shall not include the right of the Defendants to enforce the terms of the Stipulation and the Settlement.

9. Who are the "Releasing Persons"?

"Releasing Persons" means Plaintiffs Mary H. Wojno, Jack Wilkinson, and Michael Hafner and each Member of the Class (as defined above).

10. Who are the “Released Persons”?

“Released Persons” means each of the Defendants, and each of their respective past or present family members, spouses, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, distributees, foundations, agents, employees, fiduciaries, partners, control persons, partnerships, general or limited partners or partnerships, joint ventures, member firms, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, stockholders, principals, officers, managers, directors, managing directors, members, managing members, managing agents, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, financial or investment advisors, advisors, consultants, investment bankers, funding sources, entities providing any fairness opinion, underwriters, brokers, dealers, lenders, commercial bankers, attorneys, personal or legal representatives, accountants, insurers, coinsurers, reinsurers, and associates of each and all of the foregoing.

11. What are the “Settled Claims”?

“Settled Claims” means any and all claims (including Unknown Claims) of any kind whatsoever that any or all of the Releasing Persons ever had or now have or could, can or might assert against any of the Released Persons which: (a) are based on his, her, or its ownership of FirstMerit common stock during the Class Period; (b) are based on any state’s statute, common law or rule; any federal securities laws or rules concerning disclosure; or any “aiding and abetting” theories related thereto; and (c) arise out of or relate to, directly or indirectly, the conduct or omission by any Released Person in the process leading up to, the negotiation of, discussions concerning, and/or the terms of the Merger, or the Merger Agreement; the adequacy, accuracy, and completeness of any disclosures made by or on behalf of any Released Person relating to the Merger, including, but not limited to, the preliminary proxy, the Joint Proxy, and the Supplemental Disclosures; the allegations in any complaint or amended complaint filed in the Action; and/or the conduct or omission by any of the Released Persons in connection with the negotiation or execution of the Stipulation and the Settlement; provided, however, that the Settled Claims shall not include, (i) any claims under the federal or state securities laws alleging the existence of material inaccuracies in Huntington’s financial statements (notwithstanding, Plaintiffs acknowledge that they presently have no basis to assert any inaccuracies in such financial statements), (ii) claims to enforce the Stipulation, or the Settlement, (iii) claims for appraisal under Section 1701.85 of the Ohio General Corporation Law or (iv) any claims that arise under the Hart-Scott-Rodino, Sherman, or Clayton Acts, or any other state or federal antitrust law.

V. THE LAWYERS REPRESENTING YOU

12. Do I have a lawyer in this case?

The Court has previously appointed the law firms of Kahn Swick & Foti LLC of Madisonville, Louisiana, Levi & Korsinsky LLP, of New York, New York, and Rigrodsky & Long, P.A. of Wilmington, Delaware to represent the Class Members. These lawyers are called Class Counsel. With the exception of any granted application for an award of fees and expenses by the Court, to be paid by FirstMerit (or its insurers and/or successor(s) in interest), you will not

be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

13. How will the lawyers be paid?

Plaintiffs and Plaintiffs' Counsel intend to petition the Court for an award of attorneys' fees and expenses in an amount not to exceed in the aggregate \$315,000 (including costs, disbursements, and expert and consultant fees). Defendants have agreed not to oppose Plaintiffs' Counsel's application. The Stipulation provides that FirstMerit (or its insurers and/or successor(s) in interest) shall pay fees and expenses in the amount awarded by the Court as described above and in the manner directed by the Court.

Failure by the Court to award fees and expenses to Plaintiffs' Counsel in the requested amount shall not invalidate or otherwise limit any of the other terms of the Settlement. Any failure of the Court to approve a request for attorneys' fees and expenses in whole or in part shall have no impact on the effectiveness of the Settlement.

The Released Persons shall have no responsibility or liability whatsoever for the allocation of the fees and expenses award among Plaintiffs' Counsel in the Action. The Released Persons shall also have no responsibility or liability whatsoever with respect to the allocation of the fees and expenses award with respect to any other Person, entity or firm who may assert some claim thereto.

VI. OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or some part of it.

14. How do I tell the Court that I do not like the settlement?

Any member of the Class who objects to the Settlement, the Judgment to be entered in the Action, the joint application by Plaintiffs and Plaintiffs' Counsel for attorneys' fees and expenses, the class action determination, the adequacy of representation by Plaintiffs' Counsel, the dismissal of the Action, or who otherwise wishes to be heard, may appear in person or by his or her attorney at the Fairness Hearing at the Class member's expense and present evidence or argument that may be proper and relevant. The Court will consider your views. To object, you must send a letter saying that you object to the settlement in Case No. 5:16-CV-00461, *In re FirstMerit Corporation Shareholder Litigation*, in the United States District Court for the Northern District of Ohio. The letter must include: (a) your name, address, telephone number, and signature; (b) a detailed statement of your specific objections; (c) the grounds for such objections and the reasons why you desire to appear and be heard; and (d) documents or writings that you desire the Court to consider. You must also include proof of membership in the Class, by way of brokerage statement, account statement, or other document evidencing ownership of shares of FirstMerit stock during the Class Period. If you wish to speak at the final approval hearing, you must so state in your objection and specifically identify all witnesses, documents, or

other materials you will present at the hearing. Mail or fax the objection to each of the addresses listed below postmarked no later than [insert date].

Off ice of the Clerk of Court¹
Thomas D. Lambros United States Court House
125 Market Street
Youngstown, OH 44503
*See return copy instructions in footnote below.

Michael J. Palestina
KAHN SWICK & FOTI, LLC
206 Covington Street
Madisonville, LA 70447
Tel: (504) 455-1400
Fax: (504) 455-1498
Attorneys for Lead Plaintiff Mary H. Wojno and Co-Lead Counsel

Shannon L. Hopkins
LEVI & KORSINSKY, LLP
733 Summer Street, Suite 304
Stamford, CT 06901
Tel: (212) 363-7500
Fax: (866) 367-6510
Attorneys for Lead Plaintiff Jack Wilkinson and Co-Lead Counsel

Brian D. Long
RIGRODSKY & LONG, P.A.
2 Righter Parkway, Suite 120
Wilmington, DE 19803
Tel: (302) 295-5310
Fax: (302) 654-7530
Attorneys for Lead Plaintiff Michael Hafner and Co-Lead Counsel

Lazar P. Raynal
William P. Schuman
MCDERMOTT WILL & EMERY LLP
227 West Monroe Street
Chicago, IL 60606
Tel: (312) 984-7716
Fax: (312) 277-8904
Attorneys for the Individual Defendants

¹ If you would like to receive a return copy from the Office of the Clerk of Court, you must include with your letter one (1) additional copy of the letter and a self-addressed stamped envelope. The Office of the Clerk of Court will stamp both copies and return one (1) copy to you.

Stephen DiPrima
Benjamin Klein
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, NY 10019
Tel: (212) 403-1382
Fax: (212) 403-2382
Attorneys for Huntington Defendants

Unless the Court otherwise directs, no Person will be entitled to object or otherwise to be heard except upon mailing or faxing written objections as described above. Any member of the Class who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding.

Any Class member who does not object to the Settlement, the Final Judgment to be entered in the Action, the joint application by Plaintiffs and Plaintiffs' Counsel for attorneys' fees and expenses, the class action determination, the adequacy of representation by the Plaintiffs' Counsel, or the dismissal of the Action, need not do anything.

15. Can I opt-out of or exclude myself from the Settlement?

The Court has ordered that, for purposes of the Settlement only, the Action has been conditionally certified as a class action and may be finally certified as a class action at the Fairness Hearing, pursuant to Federal Rules of Civil Procedure 23(a), 23(b)(1), and 23(b)(2), on behalf of the Class. If you are a Class member, you will be bound by any judgment entered in the Action. *You may not opt out of the Class.*

16. Can I bring my own lawsuit against the Company?

No. Pending final determination of whether the Settlement provided for in the Stipulation should be approved, Plaintiffs and all Members of the Class, or any of them, are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement, prosecution, or instigation of any action asserting any Settled Claims (including Unknown Claims), either directly, representatively, derivatively, or in any other capacity, against any Released Person.

17. What if I support the Settlement – must I do anything?

No. Any Class member who does not object to the Settlement, the Final Judgment to be entered in the Action, the joint application by Plaintiffs and Plaintiffs' Counsel for attorneys' fees and expenses, the class action determination, the adequacy of representation by the Plaintiffs' Counsel, or the dismissal of the Action, need not do anything.

VII. THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlement. You may attend and you may ask to speak, but you do not have to.

18. When and where will the Court decide whether to approve the Settlement?

The Court has scheduled a Fairness Hearing, which will be held on _____, 201__, at _____ .m. EST, or at such later time as the Court may direct, at the Thomas D. Lambros United States Court House, 125 Market Street, Youngstown, Ohio 44503, to: (1) determine whether the Court's preliminary certifications discussed herein should be made final; (2) determine whether the Settlement should be finally approved by the Court as fair, reasonable, adequate, and in the best interests of the Class; (3) determine whether a Final Judgment should be entered pursuant to the Stipulation; (4) hear and determine any objections to the Settlement or the application of Plaintiffs' Counsel in the Action for an award of attorneys' fees and expenses; (5) consider the joint application of Plaintiffs and Plaintiffs' Counsel for an award of attorneys' fees and expenses; and (6) rule on such other matters as the Court may deem appropriate.

The Court has reserved the right to adjourn the Fairness Hearing or any adjournment thereof, including the consideration of Plaintiffs application for attorneys' fees, without further notice of any kind. The Court has also reserved the right to approve the Settlement at or after the Fairness Hearing with such modification(s) as may be consented to by the Parties to the Stipulation and without further notice to the Class.

19. Do I have to come to the hearing?

No. Class Counsel will answer any questions the Court may have. But you are welcome to come at your own expense. If you send an objection, you do not have to come to the Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyers to attend, but it is not necessary.

20. May I speak at the hearing?

Even if you do not object, you may ask the Court for permission to speak at the Fairness Hearing if you are a member of the Settlement Class. To do so, you must send a letter saying that it is your "Notice of Intention to Appear" in Case No. 5:16-CV-00461, *In re FirstMerit Corporation Shareholder Litigation*, in the United States District Court for the Northern District of Ohio. Your letter must include your name, address, telephone number, and signature. Your letter must also include proof of membership in the Class, by way of brokerage statement, account statement, or other document evidencing ownership of shares of FirstMerit stock during the Class Period. Your "Notice of Intention to Appear" must be postmarked or faxed no later than [insert date], and must be sent to the Court and the counsel of record identified above in Section 14.

21. What is the Court being asked to do at the Fairness Hearing?

If, after Notice and the Fairness Hearing provided for herein, the Court approves this Settlement, the Parties will ask the Court to enter an Order and Final Judgment, which will, among other things:

1. finally certify the Class, pursuant to the Federal Rules of Civil Procedure;
2. approve the Settlement and adjudge the terms thereof to be fair, reasonable, adequate, and in the best interests of the Class, pursuant to Federal Rule of Civil Procedure 23(e);
3. authorize and direct the performance of the Settlement in accordance with its terms and conditions and reserve jurisdiction to supervise the consummation of the Settlement provided herein;
4. provide that, upon entry of the Judgment, each and all of the Releasing Persons shall be deemed to have fully, finally, and forever released, relinquished and discharged all Settled Claims (including Unknown Claims) against the Released Persons and shall be enjoined from suing the Released Persons with respect to any or all such Settled Claims;
5. provide that, upon entry of the Judgment, each of the Defendants and Released Persons shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged, Plaintiffs, each and all of the Class Members, and Plaintiffs' Counsel from all claims (including Unknown Claims), based upon or arising out of the institution, prosecution, assertion, settlement, or resolution of the Action or the Settled Claims, except to enforce the releases, waivers, covenants-not-to-sue, or other terms and conditions contained in the Stipulation;
6. provide that neither the MOU, the Stipulation, the Judgment, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (i) is or may be deemed to be or may be used as an admission of, or evidence of, the validity or lack thereof of any Settled Claim, or of any wrongdoing or liability of the Defendants or any Released Person; or (ii) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the Defendants or any Released Person, in any civil, criminal, or administrative proceeding in any court, administrative agency, or other tribunal;
7. provide that if the Settlement does not become Final in accordance with the terms of the Stipulation, then the Judgment shall be rendered null and void and shall be vacated and, in such event, all orders entered in connection therewith shall be vacated and rendered null and void; and

8. dismiss the Action and all of the claims alleged therein with prejudice as to all Defendants as against Plaintiffs and all Releasing Persons, with no costs awarded to any Party except as provided in the Stipulation.

VIII. NOTICE TO PERSONS OR ENTITIES HOLDINGS SHARES ON BEHALF OF OTHERS

If you held any FirstMerit common stock as a nominee for a beneficial owner on any date from January 26, 2016 to and including August 16, 2016, then within ten (10) calendar days after you receive this Notice, you must either: (1) send a copy of this Notice by first class mail to all such beneficial owners; or (2) provide a list of the names and addresses of such beneficial owners to the Notice Administrator:

FirstMerit Corporation Shareholder Notice Administrator
c/o KCC Class Action Services
P.O. Box 43434
Providence, RI 02940-3434
FirstMeritShareholderLitigation@kccllc.com

If you choose to mail the Notice yourself, you may obtain from the Notice Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing. Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Notice Administrator.

IX. GETTING MORE INFORMATION

22. Are there more details about the Settlement?

This Notice summarizes the proposed settlement. More details are in the Stipulation of Settlement, a copy of which can be obtained by visiting the website http://www.zlk.com/zlk_news/firstmerit-corporation-shareholders-litigation or by contacting Plaintiffs' counsel in writing at the addresses identified in Section 24, below.

23. How do I get more information?

Inquiries or comments about the Settlement may be directed to the attention of Plaintiffs' Counsel at the following address:

Michael J. Palestina
KAHN SWICK & FOTI, LLC
206 Covington Street
Madisonville, LA 70447
Tel: (504) 455-1400

Fax: (504) 455-1498
Attorneys for Lead Plaintiff Mary H. Wojno and Co-Lead Counsel

Shannon L. Hopkins
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733 Summer Street, Suite 304
Stamford, CT 06901
Tel: (212) 363-7500
Fax: (866) 367-6510
Attorneys for Lead Plaintiff Jack Wilkinson and Co-Lead Counsel

Brian D. Long
RIGRODSKY & LONG, P.A.
2 Righter Parkway, Suite 120
Wilmington, DE 19803
Tel: (302) 295-5310
Fax: (302) 654-7530
Attorneys for Lead Plaintiff Michael Hafner and Co-Lead Counsel

24. Scope of this Notice

This Notice is not all-inclusive. The references in this Notice to the pleadings in the Action, the Stipulation, and other papers and proceedings are only summaries and do not purport to be comprehensive. For the full details of the Action, claims that have been asserted by the Parties and the terms and conditions of the Settlement, including a complete copy of the Stipulation, members of the Class are referred to the Court files in the Action. You or your attorney may examine the Court files during regular business hours of each business day at the Office of the Clerk of Court, Thomas D. Lambros United States Court House, 125 Market Street, Youngstown, Ohio 44503. Questions or comments, including requests for a copy of the Stipulation and its exhibits, may be directed to Plaintiffs' Counsel. Please do not address inquiries to the Court.

Dated: _____, 2016