

BB&T CORP  
Form DEF 14A  
March 19, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**  
**(Rule 14A-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Schedule 14(a) of the**  
**Securities Exchange Act of 1934 (Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**BB&T Corporation**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

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Dear Fellow Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of BB&T Corporation at 11:00 a.m. (EDT) on Tuesday, April 30, 2019. This year's meeting will be held in Charleston, South Carolina at Hibernian Hall, 105 Meeting Street. Shareholders as of the record date of February 20, 2019 are invited to attend.

We are again providing proxy materials to our shareholders through the Internet. This method significantly contributes to our sustainability efforts by lowering the cost of our annual proxy campaign and saving paper. We hope this continues to offer you a convenient way to access our proxy materials. Please read this proxy statement carefully because it contains important information about the matters we will vote on at our annual meeting.

On behalf of the Board of Directors, we would like to thank recently retired director Eric C. Kendrick for his service and support to our company. His business and governance experience has greatly contributed to our company during his sixteen years of service, beginning as a director of Branch Banking and Trust Company and later as a director of BB&T Corporation. We will miss his quality of character and commitment to our vision.

As you probably are aware, on February 7, 2019, BB&T and SunTrust announced a merger of equals. We are very excited about this combination and the opportunities we believe it will provide to our clients, associates, communities and shareholders. We will ask you at another time to vote at a special meeting to approve the transaction. In the meantime, please be assured that our unwavering commitment to our Vision, Mission and Values will continue.

Even if you plan to attend the meeting, we encourage you to vote your shares in advance by following the voting instructions provided. Every vote is important and we look forward to hearing from you.

Sincerely,

Kelly S. King  
Chairman and Chief Executive Officer

Anna R. Cablik  
Independent Lead Director

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF  
BB&T CORPORATION**

**Date:**

April 30, 2019

**Time:**

11:00 a.m. EDT

**Place:**

Hibernian Hall  
105 Meeting Street  
Charleston, SC 29401

**AGENDA**

- Election of the 15 directors named in the proxy statement, each for a one-year term expiring at the 2020 Annual Meeting of Shareholders
- Ratification of the appointment of our independent registered public accounting firm
- Advisory vote to approve BB&T's executive compensation program
- Any other business that may properly be brought before the meeting

**Record Date:** You can vote if you were a shareholder of record on February 20, 2019.

**If you are attending the meeting, you will be asked to present your admission ticket, proof of stock ownership as of the record date, and valid photo identification, such as a driver's license.**

By Order of the Board of Directors,

Kelly S. King  
Chairman and Chief Executive Officer

March 19, 2019

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on April 30, 2019**

A copy of this proxy statement is available at <http://www.edocumentview.com/BBT>. Also available at this website is our 2018 Annual Report, which highlights summary financial information about BB&T, and our Annual Report on Form 10-K for the year ended December 31, 2018.

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BB&T was named on the FORTUNE World's Most Admired Companies® list in the superregional bank category in 2019. BB&T has been named one of the 2019 Best Banks in America by Forbes.

BB&T has been named a 2018 Champion by the National Cyber Security Alliance & the U.S. Department of Homeland Security for National Cyber Security Awareness Month, noting our dedication to promoting a safer, more secure and trusted Internet. BB&T achieved the highest possible score of 100 on the Human Rights Campaign Foundation's Corporate Equality Index for 2018, reflecting our adherence to policies and practices that increase inclusion for lesbian, gay, bisexual and transgender employees.

BB&T has the 2nd highest mobile banking app ranking by Dynatrace. In 2018, and for the 16th straight year, Training magazine recognized BB&T as one of the world's Top 125 Organizations for Excellent Training.

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**ATTENDING THE ANNUAL MEETING**



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Proxy Statement Summary

**PROXY STATEMENT SUMMARY**

This summary highlights information contained elsewhere in this proxy statement for BB&T Corporation, which we sometimes refer to as the Corporation or BB&T. This summary does not contain all the information that you should consider, and you should read this entire proxy statement carefully before you vote. Additional information regarding our 2018 performance can be found in our Annual Report on Form 10-K.

**2019 Annual Meeting of Shareholders**

Time and Date	Location	Record Date
April 30, 2019, at 11:00 a.m. EDT	Hibernian Hall 105 Meeting Street Charleston, SC 29401	February 20, 2019

**Proposals and Voting Recommendations**

Shareholders will vote on the following three proposals:

Proposals	Votes Required	Board Recommendation	Page
<u>Election of 15 directors named in the proxy statement</u>	Majority of votes cast for each nominee	<b>VOTE FOR</b> EACH NOMINEE	5
<u>Ratify the appointment of our independent registered public accounting firm</u>	Majority of votes cast	<b>VOTE FOR</b>	31
<u>Advisory vote to approve BB&amp;T's executive compensation program</u>	Majority of votes cast	<b>VOTE FOR</b>	33

**How to Vote**

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Shareholders may vote in the following ways:

**Proxy Voting Methods**

<b>Internet</b>	<b>Telephone</b>	<b>Mail</b>	<b>In person</b>
<p>Go to  <a href="http://www.envisionreports.com/BBT">www.envisionreports.com/BBT</a>                      (record holders) or  <a href="http://www.proxyvote.com">www.proxyvote.com</a>                      (beneficial owners)</p>	<p>Call 1-800-652-VOTE (8683)                      (record holders) or                      1-800-454-VOTE (8683)                      (beneficial owners) and                      follow the instructions on the                      proxy card or your voting                      instruction form</p>	<p>Sign, date and mail your proxy                      card (record holders) or                      your voting instruction form                      (beneficial owners)</p>	<p>Shareholders may                      vote in person at the                      annual meeting by                      filling out a ballot.</p>

A proxy that is signed and dated, but which does not contain voting instructions, will be voted as recommended by our Board of Directors on each proposal.

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## Proxy Statement Summary

**BB&T Board of Director Nominees**

We ask you to consider the following 15 nominees to our Board of Directors. We are proud of the diverse makeup of our Board and the broad experience and dedication of each of our directors. Additional information about each director's experiences, qualifications, and skills can be found beginning on page 6.

	Director			Principal	BB&T Standing Committee Memberships
	Age	Since	Independent	Occupation	
Jennifer S. Banner	59	2003		CEO of SchaadSource, LLC	Executive Nominating and Corporate Governance (Chair)
K. David Boyer, Jr.	67	2009		CEO of GlobalWatch Technologies, Inc.	Risk
Anna R. Cablik (Lead Director)	66	2004		President of Anasteel & Supply Company, LLC	Executive Risk
Patrick C. Graney III	65	2018		President of PCG, Inc.	Compensation Nominating and Corporate Governance
I. Patricia Henry	71	2013		Retired Director of Strategic Projects for Miller Brewing	Audit
Kelly S. King	70	2008		Chairman and CEO of BB&T	Executive Risk Audit

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Louis B. Lynn, Ph.D.	70	2013	CEO of ENVIRO AgScience, Inc.	
Easter A. Maynard	48	2018	Director of Community Investment for Investors Management Corporation	Compensation Nominating and Corporate Governance
Charles A. Patton	62	2013	Manager of Patton Holdings, LLC	Audit (Chair) Executive
Nido R. Qubein	70	1990	President of High Point University	Executive Risk
William J. Reuter	69	2015	Retired Chairman and CEO of Susquehanna Bancshares, Inc.	Executive Risk (Chair)
Tollie W. Rich, Jr.	69	2013	Retired senior banking executive of Branch Bank	Audit
Christine Sears	63	2015	CEO of Penn National Insurance	Audit
Thomas E. Skains	62	2009	Retired CEO of Piedmont Natural Gas Company, Inc.	Executive (Chair) Risk Compensation (Chair)
Thomas N. Thompson	70	2008	President of Thompson Homes, Inc.	Executive Nominating and Corporate Governance

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Proxy Statement Summary

**2018 Compensation and Financial Performance Highlights**

**Approval of Executive Compensation**

**CEO Target Total Direct Compensation Mix**

In early 2017, the Compensation Committee made substantial pay-for-performance enhancements to our executive compensation program, including:

the addition of performance share units and total shareholder return as components to our long-term incentive awards, and

86% of pay at risk, subject to robust performance criteria

enhancing the percentage of long-term incentives being subject to robust performance criteria.

60% of pay based upon achievement of long-term performance goals

Since that time, our shareholders have strongly approved our say-on-pay proposal with approximately 94% support in both 2018 and 2017.

Only 14% fixed pay, commensurate with skills and experience.

Given this continued support and positive shareholder feedback, the Compensation Committee maintained the key features of our executive compensation program with limited modification. In 2018, the Compensation Committee introduced a performance component to the Annual Incentive Award to assess strategic and other performance considerations.

In evaluating this year's say-on-pay proposal, we believe shareholders should consider our strong financial performance, the alignment of our executive compensation program with our financial performance and our sound pay practices that conform with our shareholders' interests and the culture and values of BB&T.

## 2018 Performance Highlights

Increased our return on average assets in 2018 to 1.47%, up from 1.09% for 2017. Achieved historically low level of non-performing assets of 0.26% of total assets, as of December 31, 2018.

Increased our return on average common shareholders equity to 11.50%, up from 8.25% in 2017. Maintained strong capital and liquidity ratios.

Improved our efficiency ratio to 60.0% for 2018, down from 65.8% in 2017. Provided 3.74% dividend yield and a 22.7% increase in our quarterly dividend during 2018.



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Proxy Statement Summary

**Commitment to Sound Corporate Governance Practices**

We have a strong corporate governance framework and regularly enhance our practices:

***Record of Board Refreshment***

53% of the Board has a tenure of six years or less, including two directors elected in 2018

New Lead Independent Director for 2019

Regular refreshment/rotation at Committee level, including new Nominating and Corporate Governance Committee Chair and Trust Committee Chair in 2019

Annual Board and Committee self-evaluations

***Strong Board Diversity***

Women represent 33% of the Board

Women hold key Board leadership positions (Lead Independent Director, Nominating and Corporate Governance Committee Chair and Trust Committee Chair)

47% of the Board is represented by directors with diverse racial or gender backgrounds

***Board Accountability***

Majority voting for director elections

Annual director elections

Stock ownership requirements for directors

***Robust shareholder rights***

Proxy access

Right to call a special meeting

Elimination of supermajority voting provisions

***Active and Responsive Shareholder Engagement***

Year-round program to obtain shareholder insight into our corporate governance, executive compensation, corporate social responsibility, and other policies and practices

Meetings with our largest shareholders are led by Committee Chairs or our Lead Director and are attended by members of our executive management team

***Corporate Social Responsibility***

Strong record of sustainability, community engagement, culture, diversity and education and training

Corporate Social Responsibility Report details our environmental, social and governance achievements

Appointed Chief Corporate Social Responsibility Officer in 2018

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Proposal 1 Election of Directors

### **PROPOSAL 1 ELECTION OF DIRECTORS**

We are asking you to elect each of the 15 director nominees listed below to serve on our Board of Directors for a one-year term expiring at the Annual Meeting of Shareholders in 2020. Each director nominee will require the affirmative vote of the majority of votes cast to be elected.

Although our Board of Directors expects that each of the nominees will be available for election, if a vacancy in the slate of nominees occurs, it is intended that shares of BB&T common stock represented by proxies will be voted for the election of a substitute nominee, designated by the Board, or the Board may reduce the number of persons to be elected by the number of persons unable to serve.

Each of our nominees has been identified as possessing good business acumen, strength of character, and an independent mind, as well as a reputation for integrity and the highest personal and professional ethics. Sound judgment and community leadership are also important characteristics that our Board members possess. Each nominee additionally brings to us a strong and unique background and set of skills, providing our Board with competence and experience in a wide variety of areas.

### **Board Diversity**

One of our Board's goals is to include members with diverse backgrounds. Our Nominating and Corporate Governance Committee has historically included members both racially and gender diverse, with skills and characteristics that, taken as a whole, the Committee believes will help ensure a strong and effective governing body. The Nominating and Corporate Governance Committee regularly reviews the skillsets and composition of our Board to determine the appropriate skills, qualifications and backgrounds to match our Corporation's needs.

At BB&T, we are proud of our long commitment to diversity among our associates, members of Executive Management and our Board of Directors. Of our 15 directors, 5 are women, representing 33% of our Board, and approximately 47% of our Board is represented by directors with diverse backgrounds. Moreover, women hold key leadership positions on our Board, such as our Lead Independent Director, our Nominating and Corporate Governance Committee Chair and our Trust Committee Chair.

### **Director Commitment and Skills**

We are proud of our directors' devotion to BB&T. Our Board invests a substantial amount of time, effort and energy in planning and executing our strategic plan, founded on our vision, mission and values. Each director is required to be sufficiently familiar with the business of BB&T, including our strategy, financial statements, capital structure, business risks and competition, to facilitate active and effective participation in such meetings. Our Board members have a diverse skillset that demonstrates a variety of expertise that is well suited to oversee the Corporation's strategy and closely ties to our financial institution and the banking industry as a whole.

While each of our Board members has other professional commitments, no Board member is part of more than two other publicly-traded company boards. We believe that our Board's commitment to BB&T and diverse skillset helps promote our vision to Create the Best Financial Institution Possible. The following chart shows the range of skillsets our directors provide to BB&T.

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Proposal 1 Election of Directors

**DIRECTOR SKILLS AND QUALIFICATIONS**

	Executive Leadership	Public Company Director	Audit Committee Financial Expert Qualified <sup>(1)</sup>	Accounting	Academia	Corporate Governance	Technology or Cyber-Security	Other Bank Director or Bank Executive Experience	Financial Services
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Jennifer S. Banner

K. David Boyer, Jr.

Anna R. Cablik

Patrick C. Graney III

I. Patricia Henry

Kelly S. King

Louis B. Lynn, Ph.D.

Easter A. Maynard

Charles A. Patton

Nido R. Qubein

William J . Reuter

Tollie W. Rich, Jr.

Christine Sears

Thomas E. Skains

Thomas N. Thompson

- (1) Indicates those Audit Committee members who the Board has determined to be Audit Committee Financial Experts under applicable SEC rules.

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Proposal 1 Election of Directors

**Nominees for Election as Directors for a One-Year Term Expiring in 2020**

The names of the nominees for election to our Board of Directors and their principal occupations, experience, and key qualifications and skills are set forth below.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE  
DIRECTOR NOMINEES NAMED BELOW.**

**Jennifer S. Banner**

**Knoxville, TN**

**Age:** 59

**Tenure:**

BB&T since 2003

Branch Bank since 2013

**Board Committees:**

Compensation

Executive

***Professional Experience:***

Ms. Banner has served as President and Chief Executive Officer of SchaadSource, LLC (a managerial and strategic services company) since 2006, Chief Executive Officer of Schaad Companies, LLC (a diversified holding company) from 2008 through March 2019, and Chief Executive Officer of Schaad Family Office, LLC (a diversified holding company) from 2012 through March 2019.

***Qualifications and Skills:***

Ms. Banner brings to BB&T experience as a Chief Executive Officer and skills in public accounting, as well as financial services, corporate governance, and



Nominating and Corporate Governance (Chair)

**Public Company Directorship:**

Uniti Group

risk management experience from her prior service on the boards of directors of First Vantage Bank and First Virginia Banks, Inc. She served for six years (2010-2015) as a director of the Federal Reserve Bank of Atlanta (Nashville Branch) where she received formal training in monetary policy, the banking system and macroeconomics. Ms. Banner has experience with real estate construction and development, global business, and community-oriented organizations. She serves as a director and chair of the audit committee of Uniti Group, Inc., a real estate investment trust in the telecommunications infrastructure space. Ms. Banner also serves as a director and chair of the audit committee of CDM Smith, Inc., an employee owned global engineering and construction firm. Ms. Banner brings technology and digital transformation skills through formal training and research participation with MIT Center for Information Systems Research and other external sources. Ms. Banner is a frequent speaker on the role of boards in digital transformation.

**K. David Boyer, Jr.**

Oakton, VA

**Age:** 67

**Tenure:**

BB&T since 2009

Branch Bank since 2013

**Board Committees:**

Risk

***Professional Experience:***

Mr. Boyer has served as Chief Executive Officer of GlobalWatch Technologies, Inc. (a business intelligence, cybersecurity, information assurance, governance and compliance firm) since 2004. Mr. Boyer also has served as a director of Virginia Community Development Corporation (a tax credit fund manager supporting economic development in Richmond) since 2009 and as a Treasury Board Member for the Commonwealth of Virginia from 2002-2014. Mr. Boyer is also an NACD Board Leadership Fellow and a member of the Presidential Counselors for Pennsylvania State University.

***Qualifications and Skills:***

Prior to his election to the BB&T Board, Mr. Boyer served for over 11 years on Branch Bank's local advisory board in Washington, D.C. This experience provided Mr. Boyer with a thorough understanding of BB&T's banking organization, governance structure and its values and culture. Mr. Boyer has extensive experience with risk management, accounting and finance, as well as information technology services, information management, cybersecurity and anti-terrorism assistance services, and brings related skills to the BB&T Board.



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Proposal 1 Election of Directors

**Anna R. Cablik**

**Marietta, GA**

**Age:** 66

**Lead Director**

**Tenure:**

BB&T since 2004

Branch Bank since 2013

**Board Committees:**

Executive

Risk

***Professional Experience:***

Ms. Cablik has served as the President of Anasteel & Supply Company, LLC (a reinforcing steel fabricator) since 1994 and as President of Anatek, Inc. (a general contractor) since 1982.

***Qualifications and Skills:***

Ms. Cablik brings entrepreneurial and business-building skills and experience to BB&T, having successfully founded and grown several businesses. Her extensive career managing a diverse portfolio of projects provides risk assessment skills and governance experience to the BB&T Board. Her prior service on the Board of Directors of Georgia Power Company provides her a broad understanding of corporate governance matters pertaining to public companies. Additionally, as the owner and operator of a company, Ms. Cablik has over 30 years of experience overseeing the preparation of financial statements and the review of accounting matters.

**Patrick C. Graney III**

**Charleston, WV**

**Age:** 65

**Tenure:**

BB&T since 2018

Branch Bank since 2018

**Board Committees:**

Compensation

Nominating and Corporate  
Governance

**Public Company Directorship:**

Ramaco Resources, Inc.

***Professional Experience:***

Mr. Graney is currently a private investor and manages several real estate investment companies, including PCG, Inc., of which he is the founder and president. He is a long-standing business leader in the state of West Virginia, having previously owned both Petroleum Products, Inc., a fuel distributor, and One Stop Stores, a chain of convenience stores, each for over 25 years.

***Qualifications and Skills:***

Mr. Graney's extensive leadership experience brings valuable strategic and managerial skills to BB&T. Mr. Graney is active in community affairs and currently serves as board chairman of the University of Charleston, chairman of the West Virginia Chamber of Commerce and is a director of the West Virginia Coal Association and the Buckskin Council of the Boy Scouts. His financial services experience includes having served as a Class B director representing West Virginia on the board of the Federal Reserve Bank of Richmond from December 2008 to December 2013. Mr. Graney also serves as a member of the board of directors of Ramaco Resources, a publicly-traded metallurgical coal company.

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Proposal 1 Election of Directors

**I. Patricia Henry**

Stone Mountain, GA

**Age:** 71

**Tenure:**

BB&T since 2013

Branch Bank since 1999

**Board Committees:**

Audit

***Professional Experience:***

Ms. Henry is currently retired and previously was the Director of Strategic Projects for Miller Brewing from 2005 to 2008.

***Qualifications and Skills:***

Ms. Henry brings extensive risk management, strategic planning and organizational development experience and skills to the BB&T Board. At Miller Brewing, Ms. Henry became the first woman to hold a lead management position at a major U.S. brewery when she was named Plant Manager of the Eden, North Carolina facility in 1995. In addition, Ms. Henry's operational business background allows her to bring the perspective of a commercial client into BB&T's boardroom. Her institutional knowledge and longstanding Branch Bank board service further qualify her to serve as a member of the BB&T Board.

**Kelly S. King**

Winston-Salem, NC

**Age:** 70

**Tenure:**

BB&T since 2008

Branch Bank since 1995

**Board Committees:**

Executive

Risk

***Professional Experience:***

Mr. King has served as Chairman of BB&T since 2010; Chief Executive Officer of BB&T and Chairman and Chief Executive Officer of Branch Bank since 2009; and Chief Operating Officer of BB&T and Branch Bank from 2004-2008.


***Qualifications and Skills:***

Mr. King has forged a lifetime of leadership experience with BB&T, devoting 37 of his 46 years of service to BB&T as a member of Executive Management. He has assumed leadership roles in commercial and retail banking, operations, insurance, corporate financial services, investment services and capital markets.

Mr. King is credited with leading BB&T to continued profitability and financial stability through the economic downturn beginning in 2008. His unwavering commitment to the company's vision, mission and values has led to a nationally recognized associate volunteer program, called the Lighthouse Project. Since 2009, the Lighthouse Project has completed more than 11,000 projects for the communities we serve.

Mr. King served as the Fifth District representative on the Federal Advisory Council of the Board of Governors of the Federal Reserve System from 2013 through 2016, and served as President of the Federal Advisory Council in 2016. He currently serves on the Board of Directors of the Bank Policy Institute and previously served on the Board of the Federal Reserve Bank of Richmond from 2009 to 2011. Mr. King also has served as Chairman of the North Carolina Bankers Association board and as Vice Chairman of the American Bankers Council.

In 2018, Mr. King was inducted into the North Carolina Business Hall of Fame. Mr. King was named the Banker of the Year for 2015 by *American Banker* magazine. His leadership steered the successful completion of our 2015 acquisition of Susquehanna Bancshares—a transaction that was named M&A Deal of the Year (Over \$1B to \$5B) by *The M&A Advisor*. Mr. King was named by *SNL Financial* as one of its Most Influential in banking in 2015 and 2014. In 2011, he was ranked #3 Best CEO by sell-side analysts in a study by *Institutional Investor* magazine. Since 2009, BB&T has led all U.S. banks in total awards for small business and middle market banking by Greenwich



Associates. BB&T was named one of the 2019 Best Banks in America by Forbes, and one of the World's Most Admired Companies by Fortune.

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Proposal 1 Election of Directors

**Louis B. Lynn, Ph.D.**

**Columbia, SC**

**Age:** 70

**Tenure:**

BB&T since 2013

Branch Bank since 2006

**Board Committees:**

Audit

***Professional Experience:***

Dr. Lynn has served as the President and Chief Executive Officer of ENVIRO AgScience, Inc. (a defense contractor and provider of construction, construction management, and landscape and design services) since founding the firm in 1985.

***Qualifications and Skills:***

Dr. Lynn possesses valuable oversight skills and governance experience gained in serving as the top executive of ENVIRO AgScience. He also brings to the BB&T Board government and private sector design and construction experience of sustainable energy efficient facilities. Dr. Lynn has served as a member of the Clemson University Board of Trustees since 1988. He is also an Adjunct Professor of Horticulture at Clemson University and has been a member of a number of national and state boards related to agriculture, higher education and business leadership. His familiarity with modern agriculture science and agribusiness imparts an important perspective to the Board, as does his service in the field of higher education.

**Easter A. Maynard**



Raleigh, NC

**Age:** 48

**Tenure:**

BB&T since 2018

Branch Bank since 2018

**Board Committees:**

Compensation

Nominating and Corporate Governance

***Professional Experience:***

Ms. Maynard has served as Director of Community Investment for Investors Management Corporation ( IMC ) (a diversified holding company) since 2004. She was elected to the IMC board in 2017 and is currently the chair of the board of its principal subsidiary, Golden Corral Corporation, a national restaurant chain, on which she has served since 2006. Ms. Maynard also is Executive Director of IMC’s charitable arm, the ChildTrust Foundation.

***Qualifications and Skills:***

Ms. Maynard brings extensive strategic planning, management and community service experience and skills to the BB&T Board. In addition to her role as Director of Community Investment for IMC, Ms. Maynard serves in executive and board capacities for a variety of charitable organizations. Ms. Maynard serves as executive director of IMC’s charitable arm, ChildTrust Foundation, which invests primarily in early childhood education and literacy efforts throughout North Carolina. In 2012, she helped establish Camp Corral to provide summer camp experiences for children of wounded, injured, ill and fallen military heroes. In addition, Ms. Maynard currently serves as board chair for the North Carolina Early Childhood Foundation and on the boards of the North Carolina Network of Grantmakers, Methodist Home for Children, and Boys and Girls Clubs of Wake County. She has been a member of the North Carolina State Banking Commission since December 2018.

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Proposal 1 Election of Directors

**Charles A. Patton**

**Hopewell, VA**

**Age:** 62

**Tenure:**

BB&T since 2013

Branch Bank since 1998

**Board Committees:**

Audit (Chair)

Executive

***Professional Experience:***

Mr. Patton has served as a consultant and manager of Patton Holdings, LLC (a real estate holding company) since 2007 and manager of PATCO Investments, LLC (emphasizing specialty lending and equity participations) since 1998.

***Qualifications and Skills:***

Over the course of his extensive career in the financial services industry, Mr. Patton has served in a variety of leadership positions, including as the President and Chief Executive Officer of Virginia First Savings Bank. As the top executive of Virginia First, he gained leadership, oversight and risk management skills, as well as financial industry and banking operations expertise, which are valuable as a BB&T director. Mr. Patton qualifies as an audit committee financial expert under SEC guidelines. His service on the Branch Bank board has provided him with significant institutional knowledge about BB&T, and considerable corporate governance expertise. Mr. Patton also is a leader in his community, holding leadership positions in a variety of social and civic organizations in the Richmond, Virginia area. He is a director and Vice-Chairman of the Richard Bland College Foundation, Inc. and Chairman of the Audit and Finance Committee.

**Nido R. Qubein**

High Point, NC

**Age:** 70

**Tenure:**

BB&T since 1990

Branch Bank since 2013

**Board Committees:**

Executive

Risk

**Public Company Directorship:**

La-Z-Boy Incorporated

***Professional Experience:***

Dr. Qubein has been a BB&T director since 1990 and a Branch Bank director since 2013. He has served as President of High Point University since 2005 where he transformed the institution from a small college to a thriving university. He is also Executive Chairman of Great Harvest Bread Company (a whole grain bread bakery franchising company) since 2001.

***Qualifications and Skills:***

Dr. Qubein has written a dozen books on leadership, sales, communication and marketing and serves as advisor to businesses and organizations throughout the country on how to position their enterprises and create successful leadership programs. He is a business coach to CEOs and top executives. During his tenure on the BB&T Board, he has provided key leadership and made important contributions to the development and successful execution of BB&T's strategy to be the Best of the Best. His many entrepreneurial ventures and service on more than 30 volunteer boards over the course of his career contribute governance and community service skills and experience to BB&T. He has been recognized nationally for his entrepreneurial and professional achievements including his induction in three halls of fame, receiving the University of Delaware's Siegfried Entrepreneurship Award, and membership in the Horatio Alger Association for Distinguished Americans with such notable leaders as Starbucks' Howard Schultz and General Colin Powell.

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Proposal 1 Election of Directors

**William J. Reuter**

**Lititz, PA**

**Age:** 69

**Tenure:**

BB&T since 2015

Branch Bank since 2015

**Board Committees:**

Executive

Risk (Chair)

***Professional Experience:***

Mr. Reuter is the retired Chairman and Chief Executive Officer of Susquehanna Bancshares, Inc., having served as Chief Executive Officer and Chairman from 2001 and 2002, respectively, until the merger of the company with BB&T Corporation. He was also Chairman of the Board of its banking subsidiary, Susquehanna Bank, as well as the following subsidiaries: Boston Service Company, Inc. (d/b/a Hann Financial Service Corp.), Valley Forge Asset Management, LLC, The Addis Group, LLC, Stratton Management Company and Semper Trust Company.

***Qualifications and Skills:***

Mr. Reuter brings extensive experience in the financial services industry, beginning his career with Susquehanna in 1973, when he joined one of its predecessor banks in Maryland. He has more than 40 years in leadership roles within the banking industry. Mr. Reuter's experience as the CEO and Chairman of a large, publicly traded financial services organization and his risk management expertise qualify him to serve as a member of our Board. He joined our Board in August 2015 as a part of the Susquehanna merger. Mr. Reuter has held leadership roles in numerous community organizations throughout his career, including serving as campaign chairman for United Way campaigns in both Hagerstown, MD, and Lancaster, PA.

**Tollie W. Rich, Jr.**

**Cape Coral, FL**

**Age:** 69

**Tenure:**

BB&T since 2013

Branch Bank since 2007

**Board Committees:**

Audit

***Professional Experience:***

Mr. Rich retired in 2000 as a senior banking executive at Branch Bank. Prior to that, his banking career spanned over 30 years, culminating with his service as the Executive Vice President, Chief Operating Officer and a director of Life Savings Bank, FSB, which merged with Branch Bank in 1998.

***Qualifications and Skills:***

Mr. Rich brings valuable perspective to the BB&T Board by combining financial industry leadership and expertise with significant corporate governance and supervisory experience. His extensive career in the financial services industry affords a deep understanding of operations and management, while his tenure on the Branch Bank board provides experience on corporate governance matters. Mr. Rich has a longstanding involvement with charitable and community organizations and presently utilizes his leadership skills on various civic and business activities.

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Proposal 1 Election of Directors

**Christine Sears**

**Harrisburg, PA**

**Age:** 63

**Tenure:**

BB&T since 2015

Branch Bank since 2015

**Board Committees:**

Audit

***Professional Experience:***

Ms. Sears has served as the President and Chief Executive Officer of Penn National Insurance since January 1, 2015. Prior to being appointed Penn National's President and Chief Executive Officer, Ms. Sears served as Penn National's Executive Vice President and Chief Operating Officer after serving as Penn National's Chief Financial Officer from 1999 to 2010.

***Qualifications and Skills:***

Ms. Sears joined Penn National in 1980 as a financial analyst and held various positions of increasing leadership in the company prior to being named the President and Chief Executive Officer. Her deep understanding of the insurance industry is very valuable to our Board of Directors as BB&T's insurance operations are our largest source of noninterest income. Ms. Sears joined our Board in August 2015 as a part of the Susquehanna merger. Ms. Sears qualifies as an audit committee financial expert under SEC guidelines.

Ms. Sears is a Certified Public Accountant, holds the Chartered Property Casualty Underwriter designation from the Institute for Chartered Property Casualty Underwriters, and has completed the Insurance Executive Development Course at the University of Pennsylvania's Wharton School of Business.

**Thomas E. Skains**

**Charlotte, NC**

**Age:** 62

**Tenure:**

BB&T since 2009

Branch Bank since 2013

**Board Committees:**

Executive (Chair)

Risk

**Public Company**

**Directorships:**

Duke Energy Corporation

National Fuel Gas  
Company

***Professional Experience:***

Mr. Skains served as Chairman, President and Chief Executive Officer of Piedmont Natural Gas Company, Inc. from 2003 until its acquisition in October 2016 by Duke Energy Corporation.

***Qualifications and Skills:***

Mr. Skains brings extensive leadership and strategic planning experience to BB&T through his experience leading a major natural gas utility in the Southeast. Mr. Skains also brings a wealth of corporate governance and risk management expertise gained through his former role as the Chairman, President and Chief Executive Officer of Piedmont Natural Gas, a publicly traded corporation, and as a director of Duke Energy Corporation and National Fuel Gas Company, both publicly traded companies. His experience in the highly regulated natural gas industry is especially valuable given the high degree of regulation that currently exists in the financial services industry. Mr. Skains has served on a wide variety of boards for prominent civic and business associations, providing him with extensive community relations experience.

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Proposal 1 Election of Directors

<p><b>Thomas N. Thompson</b></p> <p><b>Owensboro, KY</b></p>
<p><b>Age:</b> 70</p> <p><b>Tenure:</b></p> <p style="padding-left: 20px;">BB&amp;T since 2008</p> <p style="padding-left: 20px;">Branch Bank since 2013</p> <p><b>Board Committees:</b></p> <p style="padding-left: 20px;">Compensation (Chair)</p> <p style="padding-left: 20px;">Executive</p> <p style="padding-left: 20px;">Nominating and Corporate Governance</p>

***Professional Experience:***

Mr. Thompson has served as President of Thompson Homes, Inc. (a home builder) since 1978 and served as a member of the Kentucky House of Representatives from 2003-2016.

***Qualifications and Skills:***

As a former member of the Kentucky legislature, including serving as the Chairman of the House Banking and Insurance Committee, Mr. Thompson provides BB&T with a unique perspective on risk management and the regulation of the financial services industry. He has valuable experience in the banking industry, having served as a director of AREA Bancshares, which was acquired by BB&T in 2002. Mr. Thompson also brings governance and community service skills and experience to the BB&T Board, having served as a director of various educational and community organizations.



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Corporate Governance Matters

**CORPORATE GOVERNANCE MATTERS**

The Board of Directors regularly reviews BB&T's corporate governance program in light of best practices, recent developments and the requirements of applicable laws and regulations.

**Key Corporate Governance Documents** Please visit our website at [www.bbt.investorroom.com](http://www.bbt.investorroom.com) under the Corporate Governance and Corporate Social Responsibility links to view the following documents:

Corporate Governance Guidelines

Board Committees Charters for each of our standing committees

Codes of Ethics

Statement of Political Activity

Accounting, Securities and Legal Violations Policy

Corporate Social Responsibility Report

Shareholders may also request a copy of any of these documents by contacting our Secretary at: BB&T Corporation, 200 West Second Street, Winston-Salem, North Carolina 27101.

### **Corporate Governance Guidelines**

Our Corporate Governance Guidelines provide the framework for fulfillment of the Board's corporate governance duties and responsibilities, taking into consideration corporate governance best practices, recent developments and applicable laws and regulations. The Corporate Governance Guidelines address a number of matters applicable to directors, including director qualification standards and director independence requirements, share ownership guidelines, Board responsibilities, role of the independent Lead Director, retirement, meetings of non-management directors, and director compensation.

### **Director Independence**

Our Board of Directors is committed to maintaining objective, independent oversight of management in upholding its responsibilities to our shareholders and in carrying out the strategic objectives of the Corporation. The value placed on the independence of our directors is seen in our corporate governance documents, board committee charters, annual independence review of our Board members and the role of our lead independent director.

In determining director independence, our Board considers the New York Stock Exchange's (NYSE) bright-line independence criteria and the standards set forth in our Corporate Governance Guidelines. Consistent with NYSE rules, our Board of Directors also broadly considers all other relevant facts and circumstances that bear on the materiality of each director's relationship with BB&T, including the potential for conflicts of interest, when determining director independence. To assist it in making independence determinations, our Board of Directors has adopted categorical standards which are contained in our Corporate Governance Guidelines. These director independence standards reflect, among other items, the NYSE independence requirements and other applicable laws and regulations related to director independence, and address certain relationships that the Board has determined affect a director's independence.

The Nominating and Corporate Governance Committee assists the Board by annually evaluating the independence of each prospective and incumbent director using the foregoing standards and such other factors as the Nominating and Corporate Governance Committee deems appropriate, and makes a recommendation to the Board regarding the independence of each such person. As a part of this evaluation process, the Nominating and Corporate Governance Committee considers each director's occupation, other publicly held company directorships, personal and affiliate transactions with BB&T and its subsidiaries, certain charitable contributions, relationships considered in accordance with our Related Person Transactions Policy, and other relevant direct and indirect relationships that may affect independence. Banking relationships with BB&T or any of its subsidiaries (including deposit, investment, lending and fiduciary) that are conducted in the ordinary course of business on substantially the same terms and conditions as otherwise available to nonaffiliated customers for comparable transactions are not considered material in determining independence.

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### Corporate Governance Matters

After duly considering all such information, our Board of Directors has affirmatively determined that of the 15 members of the Board, the following 13 directors have no disqualifying material relationships with BB&T or its subsidiaries and are independent: Messrs. Boyer, Graney, Lynn, Patton, Reuter, Rich, Skains and Thompson, and Mmes. Banner, Cablik, Henry, Maynard and Sears. The following two directors were deemed not independent due to certain disqualifying relationships with BB&T: Messrs. King and Qubein. Each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee has been determined by the Board to be independent in accordance with the requirements of the NYSE and our Corporate Governance Guidelines.

### **Board Leadership Structure**

#### **CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER**

Our Board of Directors is led by the Chairman. Under our bylaws, the Chairman is elected by the Board and presides over each Board meeting and performs such other duties as may be incident to the office of Chairman. Our bylaws and Corporate Governance Guidelines each provide that the Chairman may also hold the position of Chief Executive Officer. BB&T's Chairman and Chief Executive Officer is not permitted to serve as a member of any standing Board committee, other than the Executive Committee and the Risk Committee. Our Corporate Governance Guidelines provide that when the position of Chairman of the Board is not held by an independent director, the Board will appoint an independent Lead Director.

It is the Board's current belief that having a unified Chairman and Chief Executive Officer is appropriate and in the best interests of BB&T and our shareholders. The Board believes that combining the Chairman and Chief Executive Officer roles provides the following advantages to us:

our Chief Executive Officer is the director most familiar with our business and industry and is best situated to lead discussions on important matters affecting the business of BB&T;

combining the Chief Executive Officer and Chairman positions creates a firm link between management and the Board and promotes both the development and implementation of corporate strategy; and

combining the roles of Chief Executive Officer and Chairman contributes to a more efficient and effective Board.

#### **INDEPENDENT LEAD DIRECTOR**

Anna R. Cablik serves as the Board's Lead Director. The role of the Lead Director is to assist the Chairman and the remainder of the Board in ensuring effective governance in overseeing the direction and management of BB&T. The Lead Director serves a two-year term and may serve for one subsequent one-year term at the discretion of the Board.

Our Board believes that the Lead Director serves an important corporate governance function by providing separate leadership for the non-management and independent directors. In addition to the formal list of duties performed by our Lead Director, she also meets with regulators, participates in shareholder engagement calls and attends meetings with senior management. A more fulsome discussion of our independent lead director's responsibilities is found in the following discussion.

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Corporate Governance Matters

**Standing Board Committee Membership and Lead Director Responsibilities**

Pursuant to BB&T’s Corporate Governance Guidelines, directors are expected to attend all Board meetings, meetings of assigned committees, and annual meetings of shareholders. All of our directors then serving attended the 2018 Annual Meeting of Shareholders.

Our Board of Directors has the following five standing committees: Audit, Compensation, Executive, Nominating and Corporate Governance and Risk. Each of these committees has a written charter available on our website at [www.bbt.investorroom.com](http://www.bbt.investorroom.com). It is anticipated that the Board standing committees will perform additional duties that are not specifically set out in their respective charters as may be necessary or advisable in order for us to comply with certain laws, regulations or corporate governance standards. With respect to each standing committee, the current members, the principal functions and the number of meetings held in 2018 are shown below. Also shown below are the responsibilities of our Lead Director.

Each of our Board members attended more than 75% of the aggregate number of Board and Committee meetings on which they served in 2018. In addition, our Board members attend Board skills and training sessions and several other BB&T related events. During 2018, the full Board of Directors held 11 meetings.

	Audit	Compensation	Nominating and Corporate Governance	Executive	Risk
Jennifer S. Banner			Chair		

K. David Boyer, Jr.\*

Anna R. Cablik**					
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Patrick C. Graney III

I. Patricia Henry\*\*

Kelly S. King

Louis B. Lynn, Ph.D.

Easter A. Maynard

Charles A. Patton\*

Chair

Nido R. Qubein

William J. Reuter

Chair

Tollie W. Rich, Jr.\*

Christine Sears

Chair

Thomas E. Skains

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Thomas N. Thompson

Chair

- \* Serves on the Trust Committee of Branch Banking and Trust Company
- \*\* Chair of the Trust Committee of Branch Banking and Trust Company
- .. Independent Lead Director

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Corporate Governance Matters

**Independent Lead Director**

**Anna R. Cablik**

Assists the Chairman and the remainder of the Board in ensuring effective governance in overseeing the direction and management of BB&T.

Organizes and sets the agenda and presides over executive sessions, which occur at least three times per year.

Presides at all Board meetings at which the Chairman is not present (including executive sessions).

Takes responsibility for feedback to, and engagement with, the Chief Executive Officer on executive sessions.

Suggests matters and issues for inclusion on the Board agenda.

Works with the Chairman and Committee Chairs to ensure that there is sufficient time for discussion of all agenda items.

Facilitates teamwork and communication among the independent directors and the Chairman.

**Audit Committee**

**Charles A. Patton**

**Chair**

**Committee Members:**

**I. Patricia Henry, Louis B. Lynn, Ph.D., Tollie W. Rich, Jr., Christine Sears**

**10 Meetings in 2018**

Assists the Board in its oversight of the integrity of our financial statements and disclosures.

Assists in oversight of BB&T's internal control processes.



Monitors financial risks and exposures and reviews with management and the auditors the steps management has taken to monitor, minimize or control such risks or exposures.

Responsible for the appointment, compensation, retention and oversight of the work of the independent external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.

Evaluates the qualifications, performance and independence of, the independent registered public accounting firm, including a review and evaluation of the lead audit partner.

Oversees BB&T's internal audit function and receives regular reports from the General Auditor.

## Compensation Committee

**Thomas N. Thompson**  
Chair

### Committee Members:

**Jennifer S. Banner, Patrick C. Graney III, Easter A. Maynard**

## 6 Meetings in 2018

Manages the duties of the Board related to executive compensation.

Reviews and approves BB&T's compensation philosophy and practices.

Determines the compensation of the CEO and the other members of Executive Management.

Recommends compensation and benefits for directors.

Engages an independent compensation consultant to make recommendations relating to overall compensation philosophy, the peer group to be used for external comparison purposes, short-term and long-term incentive compensation plans, and related compensation matters.

Oversees risk management with respect to the design and administration of material incentive compensation arrangements.

Responsible for oversight and review of our compensation and benefit plans, including administering our executive compensation programs.

Participates in our shareholder engagement program.

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Corporate Governance Matters

**Executive Committee**

**Thomas E. Skains**

**Chair**

**Committee Members:**

**Jennifer S. Banner, Anna R. Cablik, Kelly S. King, Charles A. Patton,  
Nido R. Qubein, William J. Reuter, Thomas N. Thompson**

**4 Meetings in 2018**

Authorized to exercise all powers and authority of the Board in management of the business and affairs of the Corporation between Board meetings.

**Nominating and Corporate Governance Committee**

**Committee Members:**

**Jennifer S. Banner**

**Chair**

**Patrick C. Graney III, Easter A. Maynard, Thomas N. Thompson**

**4 Meetings in 2018**

Reviews the qualifications and independence of members of the Board and its committees.

Annually reviews and makes recommendations on the composition and structure of the Board and its Committees, including the chair of each Committee.

Nominates directors for election by shareholders at the annual meeting of shareholders.

Considers the performance of incumbent directors in determining nominations for re-election.

Identifies and reviews qualified prospective candidates for election as directors.

Administers BB&T's Related Person Transactions Policy.

Oversees the annual self-assessment of the Board and Committee members.

Assists the Board in reviewing succession plans related to directors.

Monitors the Board Skills and Training Program and any other director orientation and continuing education programs.

Reviews and monitors compliance with BB&T's Codes of Ethics.

Oversees management's integration of BB&T's values and culture with its strategy and objectives.

Participates in our shareholder engagement program.

Provides oversight of our Corporate Social Responsibility report.

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Corporate Governance Matters

### **Risk Committee**

**William J. Reuter**

**Chair**

#### **Committee Members:**

**K. David Boyer, Jr., Anna R. Cablik, Kelly S. King, Nido R. Qubein,  
Thomas E. Skains**

#### **12 Meetings in 2018**

Reviews processes for identifying, assessing, monitoring and managing compliance, credit, liquidity, market, operational (including information technology and client information risks), reputational and strategic risks.

Assesses the adequacy of BB&T's risk management policies and procedures.

Receives periodic reports on our risks, approves BB&T's risk management framework and periodically reviews and evaluates the adequacy and effectiveness of the risk management framework.

Discusses with management, including the Chief Risk Officer, our major risk exposures and reviews the steps management has taken to identify, monitor and control such exposures.

Approves statements defining BB&T's risk appetite, monitors our risk profile and provides input to management regarding our risk appetite and risk profile.

Oversees management's implementation and management of, and conformance with, BB&T's significant risk management policies, procedures, limits and tolerances.

#### **Board Size**

Our Board currently consists of 15 directors. While the Board annually evaluates its size and structure, we believe the Board's current size provides us with certain advantages. Financial institutions face significant regulatory and economic pressure. As a result, substantial time commitments and other demands are required of our directors and executive officers. The size of our Board is an advantage when assigning an appropriate number of members to each

committee in order to properly analyze and respond to increasingly complex developments, whether regulatory, economic, or otherwise. The diversity of viewpoints on each committee also allows for more effective challenge to proposals from management and directors. In addition, the number of independent directors aids in maintaining the requisite independence standards of the Audit, Compensation, and Nominating and Corporate Governance Committees. The Board believes that its current size and structure is appropriate to effectively represent the interests of our shareholders.

## **Shareholder Engagement Program**

### **GENERAL**

BB&T's shareholder engagement program is a robust, year-round process including outreach to shareholders, analysis of results of the annual meeting of shareholders, board deliberations and response, and re-engagement with shareholders. We listen closely to our shareholders to understand their views and address their concerns about, and support for, our executive compensation and corporate governance programs. Our shareholder engagement program encompasses a variety of initiatives, including:

Spring and fall telephonic meetings with our larger institutional shareholders;

Telephonic meetings with our largest shareholders, led by the Compensation Committee Chair, the Nominating and Corporate Governance Committee Chair, or our Lead Director, and attended by members of Executive Management;

In-person meetings with institutional shareholder representatives as requested;

Regional President calls to retail shareholders;

Responses to shareholder correspondence;

Dialogue with shareholder proponents; and

Engagement with proxy advisory services.

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Our shareholder engagement program is complemented by our Investor Relations led investor events, including investor conferences and meetings, earnings calls and in 2018, an Investor Day where members of BB&T's executive management team gave presentations on financial performance and corporate strategies.

The goals of our shareholder engagement program include, but are not limited to:

Obtaining shareholder insight into our corporate governance, executive compensation, and other policies and practices, including shareholder perspectives and priorities;

Communicating Board and management actions in response to shareholder feedback;

Discussing current trends in corporate governance and executive compensation matters; and

Providing insight into our current practices and enhancing communication with our largest shareholders.

We believe that our shareholder engagement program allows Executive Management and the Board to gather information about investor views and priorities and make educated and deliberate decisions that are balanced and appropriate for our diverse shareholder base and that are in the best interests of BB&T. In the past few years, our shareholder engagement outreach helped lead to several executive compensation and corporate governance changes:

the addition of performance share units and total shareholder return as components to our long-term incentive awards;

enhancing the percentage of long-term incentives being subject to robust performance criteria;

the elimination of supermajority voting provisions in our bylaws;

amendments to our bylaws to permit shareholders owning 20% or more of our common stock to call a special meeting of shareholders;

adoption of a proxy access bylaw, which provides our shareholders the ability to include shareholder Board nominees in BB&T's proxy statement; and

the publication of an annual Corporate Social Responsibility report.

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Corporate Governance Matters

**2018 SHAREHOLDER ENGAGEMENT**

In both the spring and fall of 2018, we contacted 48 of our 50 largest shareholders representing approximately 46% of our outstanding shares. Similar to prior years, one of the primary topics discussed was our executive compensation program and recent program improvements. Given strong say-on-pay approval votes and positive shareholder feedback received during engagement, the Compensation Committee maintained the key features of our executive compensation program with limited modification, as described in the Compensation Discussion and Analysis section of this proxy statement. In addition to our executive compensation program, we heard from several of our shareholders on the following topics:

What we heard from shareholders	Developments
<p>When asked about potential changes to BB&amp;T's peer group used for executive compensation, shareholders were generally supportive, indicating that the changes appeared reasonable given that they would position BB&amp;T closer to the median of our peer group in terms of asset size and market capitalization.</p>	<p>In 2019, the Compensation Committee, as part of its regular review of our compensation practices, revised our peer group by replacing two of the smaller companies (Comerica and Zions) with two larger ones (Capital One and Bank of America). These peer group changes correspond with identical changes made by our Investor Relations team and will be utilized both for determining our 2019 NEO compensation and for financial performance comparisons.</p>
<p>Support for the diversity of our Board of Directors, both as currently composed and in BB&amp;T's longtime practice of appointing diverse candidates to our Board.</p>	<p>We have a long-time commitment to diversity and inclusion, and believe that it is imperative that our workforce and our Board of Directors reflect our clients, communities, and shareholders. In 2018, we added two new members to our Board of Directors, bringing the percentage of our Board that is comprised of directors with diverse backgrounds to 47%.</p>
<p>Shareholders were generally supportive of our efforts to provide Environmental, Social and Governance (ESG) disclosures. Investors encouraged the Company to consider specific standards when providing environmental information in future ESG reports.</p>	<p>In our Corporate Social Responsibility (CSR) report, we detail many of our community and sustainability efforts, including, among other areas, environmental sustainability and responsible growth. We have corporate sustainability targets for reducing energy and water consumption and will look at ways to improve our disclosure in future CSR reports.</p>

**Communications with the Board of Directors**



Any shareholder or other interested party may contact the Board of Directors or any individual director(s) by written communication mailed to:

Board of Directors

c/o Secretary

BB&T Corporation

200 West Second Street

Winston-Salem, North Carolina 27101

Any proper communication so received will be processed by the Secretary as agent for the Board or any individually named director. Unless, in the judgment of the Secretary, the matter is not intended or appropriate for the Board, the Secretary will prepare a summary of the communication for prompt delivery to the appropriate member(s) of the Board.

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Corporate Governance Matters

**Corporate Governance Practices**

Our governance practices promote board effectiveness and shareholder interests as set forth below:

**BB&T Corporate Governance Practices**

***Strong Board Refreshment Practices:*** Our Board and Committees conduct self-assessments annually and committee rotation is considered annually. In addition, our mandatory retirement age for directors promotes further refreshment. Over a majority of our Board has a tenure of six years or less, including two directors elected in 2018. In addition, our Board elected a new Lead Independent Director in 2019, as well as a new Nominating and Corporate Governance Committee Chair and a new Trust Committee Chair.

***Special Meetings:*** BB&T's bylaws permit shareholders owning 20% or more of our common stock to call a special meeting of shareholders.

***Proxy Access:*** Our bylaws provide for proxy access that allows a shareholder or group of up to 20 shareholders that has held at least 3% of our common stock for at least three years to nominate up to 25% of the Board (at least two directors) and have those nominees appear in our proxy statement, subject to notice and other specific requirements in our bylaws.

***Elimination of Supermajority Vote Provisions:*** In 2018, we eliminated the supermajority vote requirements in our bylaws.

***Independent Board of Directors:*** 13 of our 15 directors are independent, and our Audit, Compensation and Nominating and Corporate Governance committees are composed entirely of independent directors.

***Independent Lead Director:*** Our Lead Director serves an important governance function by providing strong leadership for non-management and independent directors.

**Corporate Social Responsibility Report:** We publish annually on our website a Corporate Social Responsibility Report, highlighting our good stewardship of the natural resources entrusted to us, our promotion of our associates' and communities' well-being, and our strong corporate governance program. Our Nominating and Corporate Governance Committee reviews and approves the Corporate Social Responsibility report annually and oversees culture and ethics within BB&T.

**Comprehensive Board Training:** Our Board Skills and Training Program provides a formal framework designed to support the directors' performance of their responsibilities as members of the Board and Board Committees.

**Stock Ownership Guidelines:** By requiring our CEO to own stock equal to 6x his annual salary and directors to own stock equal to 5x their annual retainer, we effectively align their interests to those of our shareholders.

**Pledging/Hedging of Shares:** To reduce conflicts of interest, we prohibit hedging and significantly restrict pledging of our common stock by directors and Executive Management members.

**Majority Voting for Directors:** All director nominees in uncontested elections must be elected by an affirmative vote of the majority of votes cast.

**Annual Elections:** Each of our directors is elected for a one-year term expiring at the next Annual Meeting of Shareholders.

**Clawbacks and Executive Risk Scorecard:** We make all executive awards (cash and equity) subject to recoupment and also may utilize our executive risk scorecard to reduce incentive compensation for negative risk outcomes.

## **BB&T's Culture**

We are very proud of our culture at BB&T, which has been deliberately developed and consistently articulated for more than 40 years. In a rapidly changing and unpredictable world, we believe individuals and organizations need a clear set of fundamental principles to guide their actions. At BB&T, we know our business will, and should, experience constant change. Change is necessary for progress. In any context, our vision, mission and values, are unchanging because these principles are based on basic truths.

We are a mission-driven organization with a clearly defined set of values. We encourage our employees, who we commonly refer to as associates, to have a strong sense of purpose, a high level of self-esteem and the capacity to think



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### Corporate Governance Matters

clearly and logically. We believe a competitive advantage is largely in the minds of our associates, and their capacity to turn rational ideas into actions helps us accomplish our mission: **To make the world a better place to live**, by:

Helping our clients achieve economic success and financial security;

Creating a place where our associates can learn, grow and be fulfilled in their work;

Making the communities in which we work better places to be; and

Thereby optimizing the long-term return to our shareholders, while providing a safe and sound investment.

We realize our vision to create the best financial institution possible by meeting our responsibilities to our clients, associates, shareholders and communities. Our 10 values represent our overarching beliefs. Our values are consistent with one another and integrated into a sound framework of character, judgment, success and happiness. Our focus on values grows from a belief that ideas matter and that an individual's character is of critical significance.

## **BB&T Values**

Our Board oversees Executive Management's continual reinforcement of BB&T's culture, which occurs through a quarterly video, annual regional in-person visits and other internal communication channels. We also have an internal Culture and Conduct Risk Committee, which serves as a consolidation point for existing efforts aimed at reputation risk, sales practices risk, culture, ethics, and conduct.

## **Ethics at BB&T**

### **GENERAL**

Ethics matter at BB&T. We believe the ultimate success of BB&T is directly related to the extent that each one of our associates lives and works every day by adhering to our BB&T values. We are keenly focused on always doing what

is right in all interactions with our stakeholders—our clients, associates, senior leaders, directors, communities and shareholders. We also value and respect the opinions and insights of associates at all levels throughout the organization. Accordingly, we encourage associates to raise concerns with their managers, and we also provide other channels such as regional associate relations managers, a BB&T Ethics Hotline and our “Raise a Concern” web reporting form. Our Chief Ethics Officer provides reports to the Board of Directors and our Nominating and Corporate Governance Committee, and underscores our commitment to sound ethical practices.

We maintain three separate Board-approved Codes of Ethics that apply to our associates, senior financial officers and Directors. These Codes govern our corporate conduct, and each Code is specifically tailored to recognize the importance of each of these groups in maintaining a strong culture based on our values and adherence to ethical business practices. Any waivers or substantive amendments of the Codes of Ethics applicable to our Directors and certain of our executive officers will be disclosed on our website.

## **SALES PRACTICES**

A key tenet of BB&T’s Mission statement is to help our clients achieve economic success and financial security. Our culture and sales practices are consistent with this philosophy. BB&T Corporation’s risk culture heavily influences the design and emphasis of the sales management programs. Therefore, BB&T Corporation’s compensation and incentive programs are based on balanced performance, with appropriate controls. Sales leaders are held accountable for setting this tone from the top and championing appropriate sales behaviors, and associates are held accountable for executing their daily responsibilities in accordance with BB&T’s Code of Ethics.

## **Corporate Social Responsibility Report**

We understand it is important to our shareholders that we conduct our mission in a sustainable manner, promote positive social efforts, and implement transparent governance practices. As part of our commitment to this area of increasing interest to our shareholders and the communities we serve, in 2018 we appointed a Chief Corporate Social Responsibility Officer to help focus our efforts on these important issues.

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Corporate Governance Matters

We've shown our commitment to being responsible corporate citizens through programs such as the following:

## **BB&T Corporate Social Responsibility Environmental Impact 2018**

In 2018 we set a goal to reduce electricity consumption by 20% over 5 years. So far we have achieved a 13% reduction and are well on our way to meeting or exceeding the goal. The largest contributing factor has been a \$40 million investment in LED lighting and energy management controls at many of our branch and office locations.

Bank-wide conservation initiatives helped reduce the volume of paper waste by over 10% in the past two years. BB&T purchases recycled paper and environmentally-friendly cleaning products and recycled 15.6 million lbs. of paper in 2018, helping to preserve more than 131,000 trees and 11.3 million pounds of CO<sub>2</sub>.

## **Education and Training**

The BB&T Leadership Institute, which opened its new campus in 2018, offers unique leadership development programs for our associates and provides corporate executives, business owners, BB&T clients, and other organizations with a leadership development partner to help create dynamic and effective leaders. One program offered through our Leadership Institute empowers public school principals by focusing on developing conscious leadership skills, leading change and engaging teachers.

Through the BB&T Financial Foundations program, we provide financial literacy programs to high school and college students, and adults within our footprint.

Our associates are provided comprehensive educational opportunities through BB&T University and BB&T Banking School at Wake Forest University.

In 2018, Training magazine once again recognized BB&T as one of the world's Top 125 Organizations for Excellent Training.

### **BB&T Leadership Institute**

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Corporate Governance Matters

**BB&T Corporate Social Responsibility (Continued)**

**Community Service**

Through the BB&T Lighthouse Project, our associates provide hands-on support for local projects and worthy causes that benefit our communities. Since 2009, we have completed more than 11,000 community service projects and contributed more than 640,000 volunteer hours to local charities (helping more than 16.5 million people).

Through our homeless outreach program, we support emergency housing, with the goal of providing long-term housing solutions. Our initiative also supports education and training for displaced families in our communities.

In 2018, BB&T contributed \$1.75 million to hurricane relief efforts after the devastation of Hurricanes Florence and Matthew.

In 2018, BB&T associates pledged more than \$3.3 million in support to local United Way offices throughout our BB&T footprint.

Through the BB&T Leadership Institute, we are serving our communities by offering a leadership program designed to meet the specific leadership development needs of public school administrators at no cost to participants.

Our full Corporate Social Responsibility Report is on our website at <https://bbt.investorroom.com/corporate-social-responsibility>. This publication highlights our endeavors to act as good stewards of the natural resources entrusted to us and to promote the well-being of our associates and communities.

### **Nominating and Corporate Governance Committee Director Nominations**

The Nominating and Corporate Governance Committee is responsible for selecting as director candidates individuals who demonstrate the highest personal and professional integrity, have demonstrated exceptional ability and judgment and who are expected to be the most effective in serving the long-term interests of BB&T and its shareholders.

Director nominees are recommended to the Board of Directors by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee considers candidates submitted by directors and shareholders, subject to the requirements set forth below, and it may consider candidates submitted by a third-party search firm hired for the purpose of identifying director candidates. As evidenced by the composition of our Board, the Nominating and Corporate Governance Committee strives to include director candidates who are racially and gender diverse, with skills and characteristics that, taken as a whole, will help ensure a strong and effective governing body.

The Nominating and Corporate Governance Committee conducts an extensive due diligence process to review potential director candidates and their individual qualifications, and all such candidates, including those submitted by shareholders, will be evaluated by the Nominating and Corporate Governance Committee using the Board membership criteria described below. The Nominating and Corporate Governance Committee then reports to the Board its recommendations concerning each director nominee. The Board considers the Nominating and Corporate Governance Committee's recommendations when appointing directors and selecting director nominees to be submitted by BB&T to shareholders for approval at the annual meeting of shareholders.

### **DIRECTOR QUALIFICATIONS**

A director candidate is nominated to stand for election based on his or her professional experience, strategic insights, recognized achievement in his or her respective field, an ability to contribute to our business, experience in risk management, and the willingness to make the commitment of time and effort required of a BB&T director over an extended period of time. A director must be financially literate, as defined by the Board, and should understand the intricacies of a public company. A director should possess good judgment, strength of character, and an independent mind, as well as a reputation for integrity and the highest personal and professional ethics.

As evidenced by the composition of our Board, the Nominating and Corporate Governance Committee is committed to diversity and considers a variety of factors to ensure that the overall composition of our Board is appropriate, such as occupational and geographic diversity, race, gender and age. An important goal of the Board is to include members with diverse backgrounds, skills, and characteristics that, taken as a whole, will help ensure a strong and effective governing body. The Nominating and Corporate Governance Committee annually assesses these factors in the director selection and nomination process.

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**DIRECTOR CANDIDATES RECOMMENDED BY SHAREHOLDERS**

Pursuant to our Corporate Governance Guidelines, the Nominating and Corporate Governance Committee also will consider qualified director nominees recommended in writing by shareholders when such recommendations are submitted with the information set forth in Article II, Section 10 of the Corporation's bylaws and policies regarding director nominations. The written notice must include the following information:

the nominee's full name, age and residential address;

the principal occupation(s) of the nominee during the past five years;

the nominee's previous and/or current memberships on all public company boards of directors and the amount of all BB&T securities beneficially owned;

any agreements, understandings or arrangements between the nominee and any other person or persons with respect to the nominee's nomination or service on the Board of Directors or the capital stock or business of BB&T;

any bankruptcy filings, criminal convictions, civil actions, actions by the Securities and Exchange Commission (SEC) or other regulatory agency or any violation of Federal or State securities law by and against the nominee or any affiliate of the nominee; and

a signed statement by the nominee consenting to serve as a director if elected.

The written notice also must be submitted in accordance with the general procedures for shareholder nominations (including deadlines for the notice to be received by the Secretary), which are summarized under the caption "Voting and Other Information-Proposals for 2020 Annual Meeting of Shareholders" below. Shareholders may submit, in writing, the names and qualifications of potential director nominees to the Secretary, BB&T Corporation, 200 West Second Street, Winston-Salem, North Carolina 27101, for delivery to the Chair of the Nominating and Corporate Governance Committee for consideration.

**Majority Voting and Director Resignation Policy**

Our articles of incorporation require each director to be elected by the majority of the votes cast at a meeting of shareholders. Under our Director Resignation Policy, any director nominee who receives a greater number of votes

against than votes for such election shall tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will then consider all of the relevant facts and circumstances and recommend to the Board whether to accept, reject or otherwise act with respect to such resignation. The Board will act on the Nominating and Corporate Governance Committee's recommendation within 130 days following certification of the shareholder vote and will publicly disclose its decision within this 130-day timeframe. A director whose resignation is under consideration will abstain from participating in any recommendation or decision regarding that resignation. If a director's resignation is not accepted, the director will continue to serve for the remainder of his or her term.

Currently, pursuant to North Carolina law and our bylaws, an incumbent director who is not re-elected remains in office until the director's successor is elected and qualified or until his or her earlier resignation or removal. Our current Director Resignation Policy addresses this holdover issue by requiring any director who does not receive the requisite affirmative majority of the votes cast for his or her re-election to tender his or her resignation to the Board.

### **Board Skills and Training Program**

Our Board Skills and Training Program provides a formal framework designed to support the directors' performance of their responsibilities as members of the Board and Board Committees. The courses are provided by both in-house experts and outside consultants on a wide range of topics to enhance the directors' knowledge in areas important in carrying out their responsibilities as directors. Courses of general application are offered to the full Board while others are tailored to the specific requirements of the various Board Committees. The directors' participation is considered by the Nominating and Corporate Governance Committee in its annual evaluation of their performance. The courses offered through our training program are in addition to courses in which our Board members regularly participate in order to maintain professional credentials, including courses related to ethics.

Newly elected directors undergo an extensive Board and Committee orientation process. We view the Board and Committee orientation process as a means to impart substantive knowledge, and also to further our directors' understanding of our culture and the Board's role in determining the Corporation's culture and overseeing management's assurance of corporate integrity. Our Chief Corporate Governance Officer facilitates a detailed Board orientation session. These sessions

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## Corporate Governance Matters

review the Corporation's culture, including Codes of Ethics founded on our vision, mission and values, strategic objectives and planning, risk management matters, and our corporate governance program. Additional topics included in the orientation session include the Corporation's business structure, including regulatory oversight, laws governing directors' duties and conduct, securities law policies, and liability insurance coverage. Sessions to integrate the new director into the team structure of the Board are also provided. Additionally, new directors and rotating directors each attend an orientation of the Committee(s) on which they serve, which covers in detail the operation and duties of the relevant Committee as well as their substantive business.

**Board Refreshment and Succession Planning**

We have a strong record of Board refreshment, which is integral to effective governance. While we greatly value the insight of our longer tenured directors and their detailed understanding of BB&T's business and the banking industry, we do recognize the ongoing need to consider new director candidates who can provide new viewpoints. As a result, we believe that it is important to a board's oversight role to have an appropriate balance between experienced directors and less tenured directors. Since 2013, we have elected eleven new Board members, while seeing several directors retire from our Board voluntarily or as a result of our mandatory age limit. Currently, 53% of our directors have a tenure of six years or fewer, including two directors elected in 2018. This director refreshment has brought to the Board new capabilities, experience and perspectives. Over the next few years, we expect continued Board turnover, as our bylaws require directors to retire at the end of the year in which they turn 75 years of age, although a director may voluntarily elect to retire earlier. The average age of our director nominees is 65 years, and we currently have five director nominees who are at least 70 years old. The Board will continue to engage in regular discussion of upcoming vacancies and potential candidates in keeping with its governance responsibilities.

In January 2019, the Board amended the Bylaws to increase the mandatory retirement age from 72 to 75. In doing so, the Board considered the ability to retain expertise and support continuity while maintaining the Board's strong diversity and independence, as well as public company trends regarding mandatory retirement ages and/or more flexible retirement policies, peer practice and shareholder feedback. The Board also encourages refreshment at the Committee level and annually considers Committee changes. In 2019, for example, new Committee Chairs include Jennifer S. Banner (Nominating and Corporate Governance) and I. Patricia Henry (Trust). New Committee members include Louis B. Lynn, Ph.D. (Audit); and Jennifer S. Banner, Patrick C. Graney III and Easter A. Maynard (Compensation and Nominating and Corporate Governance). We have also appointed Anna R. Cablik as our new independent Lead Director.

**BOARD SELF-EVALUATIONS**

On an annual basis, our Board of Directors evaluates its effectiveness over the preceding year. Each director is expected to participate in the evaluation process. The evaluation process is managed by our Nominating and Corporate Governance Committee with assistance from our Secretary. During our Board evaluation process, directors are presented with a written questionnaire designed to illicit constructive feedback from each director about his or her individual service and each committee to which that director is assigned. Responses received from each director are discussed with the full Board as well as each standing Committee in executive sessions. This feedback is used to

improve procedures and policies and, as appropriate, is discussed with members of Executive Management to improve efficiencies and effectiveness.

### **Management Succession Planning**

Management succession planning is a priority of the Board of Directors. Our Corporate Governance Guidelines provide that the Board of Directors is responsible for ensuring that we have developed an Executive Management succession plan, including procedures for Chief Executive Officer selection in the event of an emergency or the retirement of the CEO. This plan is reviewed and evaluated by the Board at least annually. The Lead Director facilitates the Board's review and evaluation of our Executive Management succession plan. As part of the plan, our Chairman and CEO makes available his recommendations and evaluations of potential successors, along with a review of any development plans of such individuals. This process establishes procedures for planning and responding to events involving an absence of the CEO, whether for the short- or long-term, and allows the Board to exercise its judgment and discretion with regard to the selection of a new CEO.

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Corporate Governance Matters

**Statement of Political Activity**

The Board of Directors oversees BB&T's political strategy, political contributions and lobbying expenses. BB&T periodically participates in policy debates on issues to support our interests and sponsors employee political action committees, or PACs, which allow associates to voluntarily pool their financial resources to support federal and state candidates who support legislation important to us, and our shareholders, clients and communities. All PAC expenditures are a matter of public record and are available for review on the websites of the Federal Election Commission and various state election offices. It is our policy not to use corporate funds to make contributions to political candidates, political parties or political committees organized for the advancement of political candidates, including Super PACs.

**Policy for Accounting and Legal Complaints**

The Audit Committee oversees a policy that governs the reporting of:

complaints regarding accounting, internal accounting controls, or auditing matters and

reports of:

material violations by BB&T or any of our officers, directors, associates or agents, of federal or state securities laws,

material breaches of fiduciary duty arising under federal or state law, or

suspected material violations of any other laws or regulations that govern the Corporation's actions.

We have engaged an independent service provider to receive and track all such complaints. Any verified complaint is referred to our General Counsel, who is responsible for reviewing those complaints in accordance with our whistleblower procedures and reporting all relevant information regarding the nature of the complaint to the Audit Committee. The General Counsel investigates or causes to be investigated all matters referred pursuant to this policy and maintains a record of such complaints that includes the tracking of the receipt of their referral, investigation and resolution. Generally, if such a complaint is raised by an attorney in our legal department, then the complaint will be referred to our Chief Executive Officer. The General Counsel (or the Chief Executive Officer, as the case may be) periodically prepares a summary report of such complaints for the Audit Committee, which oversees the consideration of all reported complaints covered by this policy. The telephone number for reporting complaints as described in this section is 800-432-1911.

### **Strategic Direction and Planning**

One of the Board's most important and vital functions is to provide oversight, guidance and direction as to BB&T's long-term strategy. Accordingly, in the first quarter and third quarter of each year, management provides to the Board a detailed report on our strategic plan, goals and initiatives for the upcoming year and/or our progress on those initiatives. The process includes an independent risk assessment to ensure all strategic activities are consistent with the Board-approved risk appetite parameters. Before it is approved, the Board engages in thorough and detailed discussions and deliberations over the strategic plan. The plan also includes reporting on management's success in executing on the prior year's strategic plan to ensure accountability.

### **Risk Oversight**

Our vision, mission and values are the foundation for the risk management framework utilized at BB&T and therefore serve as the basis on which the risk appetite and risk strategy are built. Our Risk Management Organization (RMO) provides independent oversight and guidance for risk-taking across the enterprise. In keeping with the belief that consistent values drive long-term behaviors, our RMO has established the following risk values which guide principles of associates' day-to-day activities:

Managing risk is the responsibility of every associate.

Proactively identifying risk and managing the inherent risks of their business is the responsibility of our business units.

Managing risk with a balanced approach which includes quality, profitability, and growth.

Measuring what is managed and managing what is measured.

Utilizing accurate and consistent risk management practices.

Thoroughly analyzing risk quantitatively and qualitatively.

Realizing lower cost of capital from high quality risk management.

Ensuring there is appropriate return for the risk taken.



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### Corporate Governance Matters

As illustrated below, we execute on our risk values through a risk management framework based on the following three lines of defense:

*First Line of Defense:* Risk management begins with the business units, the point at which risk is originated and where risks must be managed. Business Unit Risk Managers in the first line identify, assess, control and report their group's risk profile compared to its approved risk limits.

*Second Line of Defense:* The RMO provides independent oversight and guidance of risk-taking across the enterprise. The RMO aggregates, integrates, and correlates risk information into a holistic picture of the corporation's risk profile and concentrations. The RMO establishes policies and limits and reports sources and amounts of risk to Executive Management and the Board of Directors.

*Third Line of Defense:* Audit Services (BB&T's internal audit function) evaluates the design and effectiveness of the risk management framework and its results. Results are reported to Executive Management and the Board of Directors according to Audit Services Policy.

Beginning in 2019, BB&T bolstered its three line of defense model with the introduction of 2nd Line of Defense Chief Risk Officers for each business segment and 1st Line of Defense Business Unit Risk Managers. The Chief Risk Officers for each business segment serve as the second line of defense independent oversight function to aggregate, integrate, and correlate all risks that occur within the business segments. As the centralized first line risk function for each Executive Manager, the Business Unit Risk Manager ensures focus for the business unit pertaining to risk and controls by providing oversight and governance regarding its control environment.

We place significant emphasis on risk management and maintain a separate Board-level Risk Committee which oversees risk reporting to the Board of Directors and functions as a significant part of our risk management framework. Among its responsibilities, the Risk Committee monitors our risk profile, approves risk appetite statements, and provides input to management regarding our risk appetite and risk profile.

The RMO is led by the Chief Risk Officer (CRO) and is responsible for facilitating effective risk management oversight, measurement, monitoring, reporting, and consistency. The CRO has direct access to our Board of Directors and Executive Management to communicate any risk issues (current or emerging) as well as the performance of the risk management activities throughout the enterprise. The CRO also chairs the Risk Management Committee (RMC), which provides oversight on a fully integrated view of risks across our organization, including strategic, compliance, credit, liquidity, market, operational, and reputation risks.

## INFORMATION SECURITY AND CYBERSECURITY

We are committed to protecting personal and financial information, and our Board of Directors and Executive Management team devote a significant amount of time to information security and cybersecurity risks. Members of the Risk Committee of the Board receive regular reports from our CRO related to information technology and information security, including potential risks to our Company. The Risk Committee may retain these reports, meet throughout the year with risk management advisors, and discuss with Executive Management any recommendations received. In addition, two members of our Board of Directors (Ms. Banner and Mr. Boyer) have cybersecurity/technology experience.

The Chief Information Security Officer meets at least quarterly with the Board to provide updates on cybersecurity and information security risk, and the Board annually reviews and approves our Information Security Program and Information Security Policy. The Information Security Committee is an internal committee created to ensure that members of Executive Management overseeing multiple business units actively understand information security protections and associated risks. The Information Security Committee engages in key decisions to help set direction for information security strategy, as well as understand and prioritize information security capabilities and associated risk remediation.

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Proposal 2 Ratification of the Appointment of Our Independent Registered Public Accounting Firm

**PROPOSAL 2 RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**RESPONSIBILITIES**

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. To execute on this responsibility, the Audit Committee engages in a comprehensive annual evaluation of the independent registered public accounting firm's qualifications, performance and independence. The Audit Committee has carefully considered the selection of PricewaterhouseCoopers LLP ( PwC ) as the independent registered public accounting firm to audit and report on the consolidated financial statements of BB&T and the effectiveness of our internal control over financial reporting.

**SHAREHOLDER RATIFICATION**

Our shareholders are being asked to ratify the appointment of PwC for 2019 because we value our shareholders' views on our independent registered public accounting firm and as a matter of good corporate governance. Representatives of PwC are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they so desire and are expected to be available to respond to questions posed by the shareholders. If shareholders do not ratify the decision of the Audit Committee to reappoint PwC as our independent registered public accounting firm for 2019, the Audit Committee will reconsider its decision.

**THE BOARD OF DIRECTORS OF THE CORPORATION RECOMMENDS A VOTE FOR**

**PROPOSAL 2 RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED  
PUBLIC**

**ACCOUNTING FIRM FOR 2019.**

**Fees to Independent Registered Public Accounting Firm**

The following table shows the aggregate fees incurred by the Corporation for professional services by PwC for fiscal years 2018 and 2017:

**2018 (\$)**

**2017 (\$)**

Audit Fees	7,350,000	8,410,000
Audit-Related Fees	2,368,000	3,096,000
Tax Fees	274,000	309,000
All Other Fees	18,000	900
<b>Total</b>	<b>10,010,000</b>	<b>11,815,900</b>

*Audit Fees.* This category includes fees billed for professional services for the integrated audits of our consolidated financial statements, including the audit of the effectiveness of internal control over financial reporting. This category also includes reviews of our quarterly reports on Form 10-Q, statutory audits or other financial statement audits of subsidiaries, and comfort letters and consents related to SEC registration statements.

*Audit-Related Fees.* This category includes fees billed for assurance and other services that are reasonably related to the performance of the audits of our consolidated financial statements and effectiveness of internal control over financial reporting that are not reported under the audit fees category above. These services consist of service organization control reports, other attestation engagements traditionally performed by the independent registered public accounting firm, pre-implementation assessments of new accounting standards, due diligence services related to mergers and acquisitions, and audits of our employee benefit plans.

*Tax Fees.* This category includes fees billed for tax-related services, including tax compliance, tax planning, and tax advice.

*All Other Fees.* This category includes fees billed for non-audit services and subscription-based services including software licenses, benchmarking services, training, and other advisory services.

The Audit Committee considered the compatibility of the non-audit services performed by, and fees paid to, PwC in 2018 and determined that such services and fees are compatible with the independence of PwC.

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### Proposal 2 Ratification of the Appointment of Our Independent Registered Public Accounting Firm

#### **Audit Committee Pre-Approval Policy**

Under the terms of its charter, the Audit Committee must pre-approve all services (including the fees and terms of such services) to be performed for us by our independent registered public accounting firm, subject to a *de minimis* exception for permitted non-audit services that are approved by the Audit Committee prior to the completion of the audit and otherwise in accordance with the terms of applicable SEC rules. The Audit Committee may delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, as long as the decisions of such subcommittee(s) to grant pre-approvals are presented to the full Audit Committee at its next scheduled meeting. In 2018, all of the services provided by our independent registered public accounting firm were reviewed and approved by the Audit Committee.

#### **Audit Committee Report**

The Audit Committee of the Board of Directors is currently composed of five independent directors and operates under a charter adopted by the Audit Committee on January 29, 2019. The SEC and the NYSE have established standards relating to audit committee membership and functions. With regard to such membership standards, the Board has determined that both Christine Sears and Charles A. Patton meet the requirements of an audit committee financial expert as defined by the SEC.

The primary duties and responsibilities of the Audit Committee are to monitor: (i) the integrity of the financial statements of the Corporation; (ii) the independent registered public accounting firm's qualifications and independence; (iii) the performance of the Corporation's internal audit function and independent auditors; and (iv) compliance by the Corporation with legal and regulatory requirements. While the Audit Committee has the duties and responsibilities set forth above and those set forth in its charter, our management is responsible for the internal controls and the financial reporting process, and the independent registered public accounting firm is responsible for performing an integrated audit of our financial statements and of the effectiveness of our internal control over financial reporting in accordance with standards established by the Public Company Accounting Oversight Board and issuing a report thereon.

In the performance of its oversight function, the Audit Committee has performed the duties required by its charter, including meeting and holding discussions with management, the independent registered public accounting firm and the internal auditor, and has reviewed and discussed the audited consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee has also discussed with the independent registered public accounting firm its views on fraud risks and how it demonstrates its independence and skepticism. Finally, the Audit Committee also has discussed with the independent registered public accounting firm the matters required to be discussed by the Public Company Accounting Oversight Board's Auditing Standard No. 1301 (Communications with Audit Committees).

The Audit Committee has received the written disclosures and the letters from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board, as currently in effect, regarding the independent registered public accounting firm's communications with the Audit Committee, and the Audit Committee has discussed with the independent registered public accounting firm its independence. The

Audit Committee also has considered whether the provision of any non-audit services by our independent registered public accounting firm is compatible with maintaining the independence of the auditors.

Based upon a review of the reports by, and discussions with, management and the independent registered public accounting firm, and the Audit Committee's review of the representations of management and the Report of Independent Registered Public Accounting Firm, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 26, 2019.

Submitted by the Audit Committee of the Board of Directors, whose current members are:

Charles A. Patton, Chair  
I. Patricia Henry  
Louis B. Lynn, Ph.D.

Tollie W. Rich, Jr.  
Christine Sears

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Proposal 3 Advisory Vote to Approve BB&T's Executive Compensation Program

**PROPOSAL 3 ADVISORY VOTE TO APPROVE BB&T'S EXECUTIVE COMPENSATION PROGRAM**

Proposal 3 asks shareholders to approve our pay-for-performance executive compensation program. The Compensation Committee and the Board believe that our executive compensation program, as described in the Compensation Discussion and Analysis, reflects a pay-for-performance culture at BB&T that is rooted in our values. The Compensation Committee and the Board believe that the executive compensation program is well designed and effective in aligning the interests of the executives with both the short-term and long-term interests of our shareholders, while reducing incentives for unnecessary and excessive risk taking.

In making a decision on whether to approve our pay practices for our named executive officers, we ask that you consider the description of our executive compensation program provided in the following pages in the Compensation Discussion and Analysis, the compensation tables and the accompanying narratives.

The Board strongly supports our executive pay practices and asks shareholders to support our executive compensation program through the following resolution:

Resolved, that the shareholders approve BB&T's overall executive compensation program, as described in the Compensation Discussion and Analysis, the compensation tables and the related narratives and other materials in this Proxy Statement.

Your vote on this proposal, which is required by Section 14A of the Exchange Act, is advisory and will serve as a non-binding recommendation to the Board. The Compensation Committee will seriously consider the outcome of this vote when determining future executive compensation arrangements.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 3 ADVISORY VOTE ON  
BB&T'S  
EXECUTIVE COMPENSATION PROGRAM.**

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Compensation Discussion and Analysis

**COMPENSATION DISCUSSION AND ANALYSIS**

The following Compensation Discussion and Analysis discusses how, for 2018, we compensated our named executive officers, which include the Chief Executive Officer, or CEO, and each of the other executive officers named in the 2018 Summary Compensation Table (the named executive officers or NEOs). The Compensation Discussion and Analysis is composed of the following sections:

Section 1 Executive Compensation Highlights Page 34

Section 2 Our Executive Compensation Program Page 39

Section 3 Our Executive Compensation Program Pay Decisions Page 40

Section 4 BB&T's Executive Compensation Process Page 47

Section 5 Other Aspects of BB&T's Executive Compensation Program and Governance Practices Page 50

**Section 1 Executive Compensation Highlights****Our Named Executive Officers**

Our NEOs include the Chief Executive Officer and each of the other executive officers named in the 2018 Summary Compensation Table. Each NEO is a member of our 13 person Executive Management team that manages and leads BB&T's operations.

Name	Title	Years of Service
		at BB&T
Kelly S. King	Chairman and Chief Executive Officer	46
Christopher L. Henson	President and Chief Operating Officer	34
Clarke R. Starnes III	Senior Executive Vice President and Chief Risk Officer	36
Daryl N. Bible	Senior Executive Vice President and Chief Financial Officer	11
Barbara F. Duck	Senior Executive Vice President and Chief Information Officer	31
Donna C. Goodrich	Senior Executive Vice President and Treasurer	33

**2018 BB&T Performance****2018 Performance Highlights**



Increased our return on average assets in 2018 to 1.47%, up from 1.09% for 2017.

Achieved historically low level of non-performing assets of 0.26% of total assets, as of December 31, 2018.

Increased our return on average common shareholders equity to 11.50%, up from 8.25% in 2017.

Maintained strong capital and liquidity ratios.

Improved our efficiency ratio to 60.0% for 2018, down from 65.8% in 2017.

Provided 3.74% dividend yield and a 22.7% increase in our quarterly dividend during 2018.

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Compensation Discussion and Analysis

**Compensation Philosophy**

The Compensation Committee structures our overall executive compensation program for Executive Management with an emphasis on long-term, performance-based compensation, based on the following guiding principles:

Compensation and reward systems are designed to reward performance, to support and drive our strategic objectives, and to produce positive business results over the longer term;

Total compensation is based on a mix of performance goals and aligned with shareholder interests by providing a significant percentage of compensation in equity;

Our executive compensation program is designed to promote balance and discourage imprudent risk taking;

Total compensation opportunities are established relative to organizations with which we compete for both talent and shareholder investment and at levels that enable us to attract and retain executives who are critical to our long-term success;

Compensation opportunities are provided that are based on relative industry performance and are aligned with internal performance and BB&T's risk management;

Executive Management must meet significant stock ownership requirements to more closely align their interests with those of our shareholders; and

Compensation is compatible with effective controls and risk management and is supported by strong corporate governance.

Our compensation program is designed to align with BB&T's values and objectives and assist BB&T in supporting its associate value proposition. Specifically, the compensation program is designed to accomplish the following:

Ensure a strong alignment of the interests of BB&T's shareholders, associates, and the Corporation;

Pay for performance, both short-term and long-term;

Reward and retain high-performing associates;

Pay competitively, across salary grades and geographies;

Apply compensation policy in an internally consistent manner; and

Provide compensation opportunities that are based on relative industry and internal assessments and BB&T's risk management and corporate governance guidelines.

**Performance Metrics**

The Compensation Committee regularly considers a variety of financial and non-financial metrics when evaluating performance and making compensation decisions. By assessing several quantitative and qualitative metrics over different time periods, the Compensation Committee is able to obtain a broad and accurate assessment of our performance against specific compensation goals and relative to our peer group. In particular, the Compensation Committee views the following metrics as key drivers of sustained and longer-term shareholder value and evaluates BB&T's performance in these metrics relative to our peer group:

Growth	Performance	Credit Quality/Capital Metric/Debt Rating
Earnings per share growth	Return on assets	Non-performing assets/assets
Revenue growth	Return on common equity	Common Equity Tier 1 capital ratio
Loan growth	Return on tangible common equity	Average debt rating
	Efficiency ratio	
	Total shareholder return	



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## Compensation Discussion and Analysis

In addition, as outlined below, the Compensation Committee uses four metrics (return on assets, earnings per share, return on common equity and total shareholder return) directly in BB&T's short- and long-term incentive programs.

<b>METRIC</b>	<b>PURPOSE</b>
<b>EARNINGS PER SHARE ( EPS )</b>	EPS and ROA are used in the Annual Incentive Award and measure growth, profitability and our return on investment. We have historically used EPS and ROA as the performance measures for the Annual Incentive Award because the Compensation Committee believes EPS and ROA have a meaningful bearing on long-term increases in shareholder value and are valuable barometers for our performance. EPS and ROA have a strong, long-term correlation with shareholder returns.
<b>AND RETURN ON ASSETS ( ROA )</b>	
<b>RETURN ON COMMON EQUITY ( ROCE )</b>	A three-year average ROCE is used to measure our long-term profitability for PSU and LTIP awards. The Compensation Committee believes that measuring ROCE over a three-year period relative to the peer group provides a valuable measure of company performance over time.
<b>TOTAL SHAREHOLDER RETURN ( TSR )</b>	We use relative TSR as a payment modifier for our PSU and LTIP awards. Payments under our 2018-2020 LTIP and 2018 PSUs are subject to a downward or upward adjustment based on TSR percentile performance relative to our peer group TSR for the three-year performance period. Measuring relative TSR further aligns compensation to the performance of BB&T as compared to our peers.

In addition to the assessment of these performance metrics, the Compensation Committee also monitors whether our executive compensation program is consistent with the safety and soundness of the Corporation and considers whether our executive compensation program encourages unnecessary or excessive risk taking. The Compensation Committee utilizes an executive risk scorecard through which compensation may be adjusted, if necessary, for risk balancing purposes. See our disclosure under [Executive Risk Scorecard](#) and [Risk Management](#) within this Compensation Discussion and Analysis.



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Compensation Discussion and Analysis

**Sound Compensation and Governance Practices**

The Compensation Committee has implemented strong governance practices that reinforce our principles, support sound risk management and are shareholder-aligned:

What we do	What we don't do
we practice pay for performance; approximately 86% of CEO, and approximately 80% of the other NEOs total target compensation for 2018 is based on BB&T's performance	we don't offer incentives that would provide payouts for total target negative earnings
consider multiple quantitative and qualitative factors in measuring performance of BB&T and our NEOs (EPS, ROA, ROCE, TSR and qualitative performance factors)	we don't award stock options
two-thirds of our long-term incentives include robust performance criteria	we don't reprice outstanding stock options
incorporate both absolute and relative performance goals into our incentive plans	we don't provide dividends on unvested equity awards to our NEOs
provide for adjustments of payouts and/or forfeiture of unvested awards for negative risk outcomes	we don't offer broad-based perquisites such as personal club memberships, corporate housing or automobile allowances
base compensation decisions on median compensation data of the peer group	we don't gross-up payments for excise taxes
utilize a broad-reaching clawback policy	we don't permit hedging or speculative trading of BB&T common stock

maintain rigorous stock ownership requirements

restrict pledging of BB&T common stock

review tally sheets and a risk scorecard for our executives

retain an independent compensation consultant who reports directly to the Compensation Committee

provide a broad-based pension plan for eligible associates, and our NEOs participate in our pension plan on the same basis as other similarly situated associates



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Compensation Discussion and Analysis

**2018 Target Pay Program Mix**

The significant majority of our executive pay program is performance-based. Approximately 86% of our CEO's pay is based on performance and approximately 60% is based on long-term performance. In addition, two-thirds of our CEO's long-term incentive awards vest based on robust performance criteria.

The charts below illustrate target compensation established for 2018 for our CEO, and the average target compensation for our other NEOs. Such compensation consists of base salary, the Annual Incentive Award, and PSU, LTIP, and RSU awards granted in 2018. The charts also show the large percentage of our NEO compensation that is variable and performance-based.

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Compensation Discussion and Analysis

**Section 2 Our Executive Compensation Program****2018 Executive Compensation Program Elements**

Our executive compensation program is heavily performance-based, with base salary representing the only fixed element. Below are the five primary components of our executives' current compensation:

Compensation Element	Description/Objectives	Key Features
Base Salary	Based on scope of leadership responsibilities, years of experience, performance and contributions to BB&T	Fixed cash compensation, reviewed and adjusted annually, as appropriate
<b>Short-Term Incentives</b>		
Annual Incentive Award	Cash incentive rewarding annual corporate performance  Rewards financial results that are expected to have a meaningful correlation to long-term shareholder value	Payments based on:  EPS (weighted at 48%);  ROA (weighted at 32%); and  Qualitative performance assessment (weighted at 20%)

Quantitative performance levels (threshold, target, maximum) are established relative to Board approved EPS internal forecasts and relative to our peer group ROA performance

The qualitative performance component is determined by the Compensation Committee based on performance relative to strategic priorities established in early 2018

## Long-Term Incentives

### PSU and LTIP Awards

PSU and LTIP awards are designed to reward achievement of superior relative three-year average ROCE performance and relative TSR performance

3-year performance period

100% of the award is subject to forfeiture in the event of an aggregate operating loss for the performance period or if a negative

PSU awards align NEO compensation with risk outcome occurs appreciation of BB&T's stock price over the long-term

Rewards performance using both an absolute ROCE performance threshold and a relative ROCE performance goal over a three-year cycle

Payment can be modified based on our TSR performance relative to our peer group

Dividends are not paid on unvested PSUs

LTIP awards are usually paid in cash

RSU Awards

Rewards sustainable, long-term appreciation of BB&T's stock price

RSUs vest ratably over 3 years

Aligns NEO compensation with appreciation of BB&T's stock price

100% of the unvested award is subject to forfeiture in the event of an annual operating loss for the year or if a negative risk outcome occurs

Dividends are not paid on unvested RSUs

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Compensation Discussion and Analysis

### **Our 2018 Compensation Program Updates**

In early 2018, the Compensation Committee made limited modifications to our executive compensation program. These modifications were the result of the Compensation Committee's comprehensive review of our executive compensation program with the assistance of its independent compensation consultant. In making limited modifications, the Compensation Committee also considered the strong support of our executive compensation program by our shareholders, who approved our say-on-pay proposal with approximately 94% support in 2018. As outlined below, the Compensation Committee's actions further align our compensation philosophy with shareholders' interest by placing additional emphasis on pay-for-performance.

#### **2018 Executive Compensation Program Modifications**

**Added a Qualitative Performance Component to our Annual Incentive Award:** The Compensation Committee firmly believes that in addition to formulaic metrics, it is critical to consider a broad scope of assessment criteria in determining a balanced perspective of overall Corporate performance. Beginning in 2018, the Compensation Committee incorporated a qualitative performance component in our Annual Incentive Award that is based on the Compensation Committee's assessment of the Corporation's performance in consideration of its strategic priorities. As outlined below, this qualitative performance component is targeted at 20% of the Annual Incentive Award.

**Modest Base Salary Increases:** The Compensation Committee approved a 2% increase in base salary for each of our NEOs, consistent with the overall Corporation's merit increase practices.

### **Section 3 Our Executive Compensation Program Pay Decisions**

#### **Summary of Overall Compensation**

The table below summarizes NEO compensation for the 2018 performance year, which consists of base salary, the Annual Incentive Award, RSU and PSU awards granted in 2018, and 2016-2018 LTIP award payments. Additional detail for each of these items follows this table.

#### **2018 COMPENSATION OVERVIEW TABLE**

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Name	Annual		Restricted	Performance		2018
	Base	Incentive	Stock Unit	Share Unit		
	Salary	Award	Awards <sup>(1)</sup>	Awards <sup>(1)</sup>	LTIP	Total <sup>(2)</sup>
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Kelly S. King	1,091,125	2,659,617	1,603,930	1,603,930	1,400,857	8,359,459
Christopher L. Henson	710,500	1,154,563	767,294	767,294	570,116	3,969,767
Clarke R. Starnes III	598,850	860,847	586,841	586,841	432,474	3,065,853
Daryl N. Bible	598,850	860,847	586,841	586,841	432,474	3,065,853
Barbara F. Duck	517,650	647,063	398,580	398,580	352,395	2,314,268
Donna C. Goodrich	517,650	647,063	398,580	398,580	352,395	2,314,268

- (1) Amounts reflect the value the Compensation Committee sought to deliver through the PSU awards at target and RSU awards granted in February 2018. Amounts are not immediately available to the NEO as the units vest over time, are subject to performance criteria, and remain subject to forfeiture provisions.
- (2) The Summary Compensation Table differs from this table because the Summary Compensation Table includes information on (i) the grant date fair value of PSU awards (at the target level of performance) and RSU awards, (ii) the change in pension value and nonqualified deferred compensation earnings and (iii) all other compensation. The components included in the table above are considered by the Compensation Committee when making compensation determinations.

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Compensation Discussion and Analysis

**2018 TARGET AWARD OPPORTUNITIES**

Each of our NEOs has a target award opportunity for annual and long-term goals, which represents the amount of award received if we achieve the performance goals set by the Compensation Committee. The table below summarizes the award opportunities for 2018 at target level of performance, which remain unchanged from 2017.

2018 Target Award Opportunities (as a % of base salary)		
Name	Annual	Long-Term Incentive
	Incentive Award	Award Opportunity*
Kelly S. King	195	440
Christopher L. Henson	130	325
Clarke R. Starnes III	115	295
Daryl N. Bible	115	295
Barbara F. Duck	100	230
Donna C. Goodrich	100	230

\* For 2018, the target long-term incentive award opportunity for each NEO is allocated equally among PSUs, RSUs and LTIP awards.

**Base Salary**

Effective April 1, 2018, the Compensation Committee approved a 2% increase in base salary for each NEO, consistent with the overall Corporation's merit increase practices.

**Short-Term Incentives**

## ANNUAL INCENTIVE AWARD

Our Annual Incentive Award is a cash incentive based on the following three components:



**EPS (48%)**

**ROA (32%)**

**Qualitative Performance (20%)**

The quantitative corporate performance goals are established annually by the Compensation Committee and include an EPS target goal based on our internal earnings plan and an ROA target goal based on our ROA performance relative to our peers. The qualitative performance component is based on the Compensation Committee's assessment of the attainment of key strategic priorities during the performance period.

While payouts based upon the EPS component and the ROA component are independent from one another, a payout under the qualitative performance component requires the Company to meet threshold performance of either the EPS component or the ROA component. Although payouts under each component of our Annual Incentive Award range from 0% to 150%, the maximum combined amount that may be paid to NEOs is limited to 125% of the target award opportunity.



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## Compensation Discussion and Analysis

The features of the Annual Incentive Award and 2018 payouts under each component can be seen below:

***EPS component:***

Weighted at 48% of the Annual Incentive Award.

Target is set based on preset internal performance goals, with a maximum goal set at 5% above the target, and a minimum goal set at 10% below the target.

Payout Target and % of Target Award Opportunity			
Threshold	Target	Maximum	Actual
\$3.56	\$3.96	\$4.16	<b>\$4.03*</b>
25%	100%	150%	<b>117.06%</b>

***ROA component:***

Weighted at 32% of the Annual Incentive Award.

Target goal is based on BB&T's ROA relative to our peer group.

Payout Target and % of Target Award Opportunity			
Threshold	Target	Maximum	Actual
			<b>1.51% or</b>
25th	50th	75th	<b>79th</b>
Percentile	Percentile	Percentile	<b>Percentile*</b>
50%	100%	150%	<b>150%</b>

- \* The EPS and ROA performance presented herein includes adjustments to BB&T's GAAP net income by the Compensation Committee. For additional detail regarding these adjustments, please refer to Annex A.

***Qualitative performance component:***

Weighted at 20% of the Annual Incentive Award.

Payouts under the qualitative performance component are not dependent on obtaining a threshold assessment level, but are dependent on meeting either threshold EPS performance or threshold ROA performance.

<b>Payout Target and % of Target Award Opportunity</b>			
<b>Minimum</b>	<b>Target</b>	<b>Maximum</b>	<b>Actual</b>
0%	100%	150%	<b>150%</b>

Strategic priorities were defined by the Compensation Committee early in 2018 at the same time as the financial goals.

Early in 2019, the Compensation Committee evaluated performance on the defined strategic priorities as well as other considerations. Based on its assessment, the Compensation Committee felt strongly that 2018 was an extraordinary year for BB&T and determined the qualitative component was earned at 150% of target. The Compensation Committee recognized that due to the overall award payment cap of 125% of target, the achievement of 150% of target for the qualitative component would not materially impact executive payouts; however, based on the Company's strong performance, the Compensation Committee determined that a score of 150%

of target for the qualitative component was appropriate.

The primary strategic priorities and other factors that led to the Compensation Committee's decision are set forth below; note that the Compensation Committee did not assign particular weights to any single category:

***Enhancements in Technology and Cybersecurity:*** Enhancing our digital capabilities to meet tomorrow's challenges is critical to our success. In 2018, we continued to expand the implementation and utilization of robotics and automation technology, while also enhancing our cybersecurity and fraud detection capabilities.

***Focus on the Perfect Client Experience :*** We are committed to keeping the customer first and foremost in decisions we make. In 2018, we launched our enterprise-wide Voice of the Client program, which provides us near real-time feedback from our clients. We also introduced our Financial Insights platform to perform customized analysis for clients without in-house financial expertise. In addition, we successfully opened a state-of-the-art BB&T Leadership Institute facility, designed to help client executives lead more effectively.

***Achievements in Financial Performance Measures and Market Results:*** We are focused on providing excellent returns for our shareholders. In 2018, BB&T reported record annual earnings, and increased our 2018 relative TSR performance, as compared to 2017, by achieving the highest TSR performance in our peer group. Our strong results met our profit plan and expense management goals.

***Successful Risk and Compliance Initiatives and Results:*** The successful management of risk is essential to achieving our vision and mission. In 2018, we continued enhancement of our Anti-Money Laundering controls. We optimized our risk management framework and managed overall risk levels within Board-approved risk appetite.

***Other Corporate Events:*** We achieved several other milestones in 2018, including successfully completing the acquisition of Regions Insurance Group. We utilized our Disrupt to Thrive initiative to assist with organizational simplification and improved diversity and inclusion through corporate initiatives, including new internal business resource groups. Through programs such as our Lighthouse Project and BB&T Financial Foundations, we continued to strengthen the communities we serve.

***2018 Payout:*** After combining the results for the EPS, ROA and the qualitative performance component, the total 2018 Annual Incentive Award for the NEOs was capped at **125%** of the target award opportunity.

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Compensation Discussion and Analysis

**Long-Term Incentives**

BB&T's long-term incentive program provides compensation awarded under the BB&T Corporation 2012 Incentive Plan, as amended (the "2012 Incentive Plan"). For 2018, these awards reflected a mix of cash and equity and included: (i) PSUs, (ii) our LTIP Program and (iii) RSUs, each as discussed below.

**PERFORMANCE SHARE UNITS (PSUs)**

PSUs have been a component to our executive compensation program since 2017. The Compensation Committee chose PSUs to increase the emphasis on performance in our long-term incentive program by linking payouts to relative three-year average ROCE performance and relative TSR performance. PSUs also align NEO compensation with appreciation of BB&T's stock price over the long-term.

Our 2018 PSUs include the following features:

***Performance Period:*** Three years.

***Vesting Requirements and Forfeiture:*** Three-year cliff vesting, to be paid out in March 2021, with 100% of the award being subject to reduction or forfeiture if there is an aggregate operating loss for the performance period or if a significant negative risk outcome occurs as determined by the Compensation Committee.

***Performance Metric:*** Return on Common Equity (ROCE), with payouts based on BB&T's ROCE performance over the three-year performance period. BB&T must first meet or exceed an average ROCE of 3% for the performance period. If this criterion is met, payouts will be based on BB&T's ROCE relative to our peer group as follows:

**2018 PSU Performance Matrix**

**BB&T ROCE Relative to Peer Group ROCE\***  
**and % of Target Award Opportunity**

Threshold	Target	Maximum
25 <sup>th</sup> Percentile	50 <sup>th</sup> Percentile	62 ½ Percentile
50%	100%	125%

\* Our ROCE performance includes adjustments to our GAAP net income approved by the Compensation Committee. Please refer to Annex A for a GAAP reconciliation. Payout percentages will be interpolated for results between the 25<sup>th</sup> and 62 ½ percentiles.

After calculating the PSU payouts based on ROCE performance, the payouts are then subject to increase or decrease based on a TSR modifier measuring our TSR percentile performance relative to our peer group.

**TSR Modifier:** Payouts calculated based on relative ROCE performance are subject to a potential TSR modifier (increase or decrease) based on our TSR percentile performance relative to our peer group for the three-year performance period. Payments under the 2018 PSUs will be adjusted as follows:

Percentile Performance of BB&T TSR Relative to Peer Group TSR	Percent Reduction in Payout*
< 25 <sup>th</sup>	20% reduction
50 <sup>th</sup>	No adjustment
≥ 75 <sup>th</sup>	20% increase**

- \* Modified payments would be interpolated for results between the 25<sup>th</sup> and 75<sup>th</sup> percentiles.
- \*\* Subject to overall payout cap of 125% of the PSUs.

**Maximum Payments:** The maximum payout level for the 2018 PSUs is 125% of the PSUs awarded.

**No Dividends:** Dividends are not paid on unvested PSUs.

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Compensation Discussion and Analysis

**LTIP PROGRAM**

LTIP awards reward performance using both an absolute ROCE performance threshold and a relative ROCE performance goal over a three-year cycle. The performance goals and payout range are established at the beginning of the cycle. LTIP awards have historically been paid in cash, but at the discretion of the Compensation Committee, may be paid in shares of BB&T common stock, cash or both. The Compensation Committee believes that with approximately 67% of the NEOs long-term incentive compensation currently consisting of equity, it was appropriate to pay the 2016-2018 LTIP awards in cash, especially in light of the substantial BB&T common stock holdings of each of the NEOs.

**2018-2020 LTIP Cycle (Payable in 2021)**

The 2018-2020 LTIP awards will continue to measure and reward BB&T's ROCE performance relative to the Corporation's peer group over the three-year performance period, subject to BB&T meeting or exceeding an average ROCE of 3% for the performance period. The entire award is subject to reduction or forfeiture if there is an aggregate operating loss for the performance period or if a significant negative risk outcome occurs as determined by the Compensation Committee. The 2018-2020 LTIP awards also are subject to a TSR modifier based on our TSR percentile performance relative to our peer group for the three-year performance period, with an overall payment cap of 125% of the target award:

**2018-2020 LTIP Performance Matrix**

BB&T ROCE Relative to Peer Group ROCE* and % of Target Award Opportunity		
Threshold	Target	Maximum
25 <sup>th</sup> Percentile	50 <sup>th</sup> Percentile	62 ½ Percentile

**50%**

**100%**

**125%**

\* Our ROCE performance includes adjustments to our GAAP net income approved by the Compensation Committee. Please refer to Annex A for a GAAP reconciliation. Payout percentages will be interpolated for results between the 25<sup>th</sup> and 62 ½ percentiles.

Percentile Performance of BB&T TSR

Relative to Peer Group TSR

Percent Increase or  
Reduction in Payout\*

< 25<sup>th</sup>

20% reduction

50<sup>th</sup>

No adjustment

≥ 75<sup>th</sup>

20% increase\*\*

\* Modified payments would be interpolated for results between the 25<sup>th</sup> and 75<sup>th</sup> percentiles.

\*\* Subject to overall payout cap of 125%.

As a result, payouts on the 2018-2020 LTIP will be calculated as follows:

Target Award Opportunity

(as % of base salary)

3-Year Average Salary

Performance Scale Payout %,

Adjusted as Necessary Based

on Relative TSR Performance





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Compensation Discussion and Analysis

**2016-2018 LTIP Cycle (Paid in March 2019)**

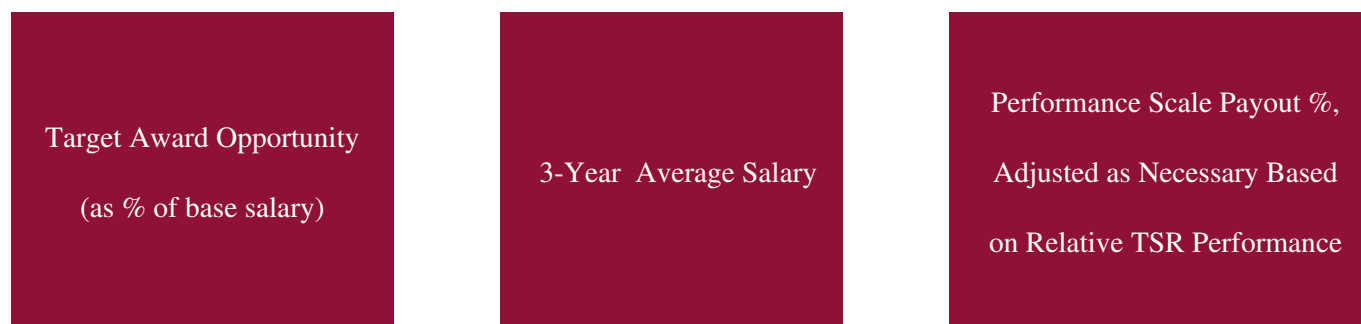
Our 2016-2018 LTIP awards include the following features:

***Performance Period:*** Three years.

***Vesting Requirements and Forfeiture:*** Three-year cliff vesting, with 100% of the award being subject to reduction or forfeiture if there is an aggregate operating loss for the performance period or if a significant negative risk outcome occurs as determined by the Compensation Committee.

***Performance Metric:*** ROCE, with payouts based on BB&T’s ROCE performance over the three-year performance period. BB&T must first meet or exceed an average ROCE of 3% for the performance period. If this criterion is met, payouts will be based on BB&T’s ROCE relative to our peer group as set forth in the LTIP Cycle Performance Matrix below. Under the matrix, our actual ROCE performance relative to the peer group translates to a corresponding payout percentage on a simple interpolation basis.

The 2016-2018 LTIP awards were calculated as follows:



**2016-2018 LTIP Cycle Performance Matrix**

**BB&T ROCE Relative to Peer Group ROCE\*  
and % of Target Award Opportunity**

Threshold	Target	Maximum	Actual**
25 <sup>th</sup> Percentile	50 <sup>th</sup> Percentile	62 ½ Percentile	9.83%, or 40 ½ Percentile
50%	100%	125%	81.04%

\* Our ROCE performance includes adjustments to our GAAP net income approved by the Compensation Committee. Please refer to Annex A for a GAAP reconciliation.

\*\* Payout percentages will be interpolated for results between the 25<sup>th</sup> and 62 ½ percentiles.

**TSR Modifier:** Payouts calculated based on relative ROCE performance were subject to a potential TSR modifier (reduction only) based on our TSR percentile performance relative to our peer group for the three-year performance period, as follows:

Percentile Performance of BB&T TSR Relative to Peer Group TSR	Percent Reduction in Payout
< 25 <sup>th</sup>	20% reduction
<sup>3</sup> 25 <sup>th</sup> and < 40 <sup>th</sup>	10% reduction
<sup>3</sup> 40 <sup>th</sup>	no reduction

Actual relative TSR performance over the performance period resulted in no reduction to the 2016-2018 LTIP award.

**RESTRICTED STOCK UNITS (RSUs)**

The 2018 RSUs have the following features:

***Vesting Period:*** The RSUs vest ratably over 3 years.

***Vesting Requirements and Forfeiture:*** The 2018 RSUs are subject to reduction or forfeiture if BB&T has incurred an annual operating loss for the year or the Compensation Committee determines that there has been a significant negative risk outcome as a result of a corporate or individual action.

***No Dividends:*** Dividends are not paid on unvested RSUs.

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Compensation Discussion and Analysis

**Performance Adjustments and Considerations**

The Compensation Committee retains discretion to make adjustments to our performance, as well as the reported results from members of our peer group, for purposes of making performance-based compensation awards.

Throughout the year, the Compensation Committee reviews projected results and items for possible adjustment. In February, the Compensation Committee receives final performance information for the prior year, and historically has made adjustments to our reported results (e.g., net income) to ensure that the applicable compensatory plans fairly compensate participants for core BB&T performance.

The Compensation Committee may also make adjustments to the reported performance of peer group members for awards that measure our performance relative to the peer group.

A reconciliation of adjustments that the Compensation Committee made for the purposes of certifying 2018 performance is included in Annex A to this proxy statement.

Unless otherwise indicated, discussions of 2018 performance for compensation purposes in this proxy statement include these adjustments made by the Compensation Committee.

**Perquisites Practices**

Our NEOs receive limited perquisites and other personal benefits that the Compensation Committee believes are reasonable and consistent with our overall executive compensation program. Such perquisites generally include residential security services, executive physical wellness examinations, occasional use of sports tickets, and spousal participation in limited corporate events. Our NEOs do not receive perquisites such as personal club memberships, corporate housing or automobile allowances.

**Retirement Benefits**

**PENSION PLAN**

We provide the BB&T Corporation Pension Plan, a tax-qualified defined benefit retirement plan for eligible associates (the Pension Plan ). We are among the few remaining companies that offer a traditional pension plan for our employees. This is a benefit we believe provides a competitive advantage for attracting and retaining talent.

We also provide the BB&T Corporation Non-Qualified Defined Benefit Plan (the *Excess Plan*), to augment the benefits payable under the Pension Plan to the extent that such benefits are curtailed by application of certain tax limitations. The Compensation Committee believes that the benefits provided by the Excess Plan ensure that we will receive the executive retention benefits of the Pension Plan.

The Pension Plan and the Excess Plan are broad-based benefits, and the NEOs participate in both plans on the same basis as other similarly situated associates.

The Pension Plan and the Excess Plan provide retirement benefits based on length of service and salary level prior to retirement with benefits generally increasing substantially as a participant approaches retirement.

We believe the retirement benefits provided by the Pension Plan are meaningful to all associates, but especially to those who devote substantial service to BB&T. Five of the six active NEOs have spent substantially all of their professional careers at BB&T and have built up significant benefits under the Pension Plan. For example, Mr. King has 46 years of service at BB&T.

Moreover, we view the Pension Plan and the Excess Plan as important retention tools for the NEOs and other highly compensated associates. These retirement benefits could not easily be replicated upon the associate's departure from BB&T prior to retirement. The Compensation Committee believes that while the overall retirement benefits provided to the NEOs are reasonable relative to those provided by its peer group, the Pension Plan and Excess Plan provide us with a competitive advantage in attracting and retaining talent in light of the high number of companies that have frozen or abandoned traditional pension plans in recent years.

#### **ASSOCIATE BENEFIT PLANS**

During 2018, we maintained various associate benefit plans that constitute a portion of the total compensation package available to the NEOs and all eligible associates of BB&T. These plans consist of the following:

the BB&T Corporation 401(k) Savings Plan, which in 2018 permitted associates to contribute up to 50% of their cash compensation, on a tax-deferred, or after tax basis, within certain IRS compensation deferral amount limits applicable to tax-qualified retirement plans, with BB&T matching deferrals up to 6% of their compensation;

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### Compensation Discussion and Analysis

the BB&T Corporation Non-Qualified Defined Contribution Plan, which is designed to augment the benefits under the BB&T Corporation 401(k) Savings Plan to the extent such benefits are curtailed by the application of certain limits imposed by the Internal Revenue Code (during 2018, eligible participants in the Non-Qualified Defined Contribution Plan were permitted to defer up to 50% of their cash compensation with certain participants eligible to receive a matching contribution of up to 6% of their compensation);

a medical plan that provides coverage for all eligible associates;

disability insurance which, in the event of disability, pays an associate 50% of his or her monthly compensation, subject to a cap of \$35,000 per month, however, if the coverage percentage exceeds the monthly cap, we would provide supplemental payments to a member of Executive Management to bring the monthly payment up to the percentage coverage level; and

certain other welfare benefits (such as sick leave, vacation, dental and vision coverage, etc.).

The associate benefits for the NEOs discussed in this subsection are determined by the same criteria applicable to all of our associates. In general, benefits are designed to provide a safety net of protection against the financial catastrophes that can result from illness, disability or death, and to provide a reasonable level of retirement income based on years of service with BB&T. These benefits are part of the strong value proposition we offer our associates in furtherance of our mission, and help keep us competitive in attracting and retaining associates. We believe that our associate benefits are generally on par with benefits provided by our peer group and consistent with industry standards.

## **Section 4 BB&T's Executive Compensation Process**

### **Role of Compensation Committee**

The Compensation Committee administers BB&T's compensation program for Executive Management, including each of the NEOs, in a manner consistent with our mission, vision and values. The Compensation Committee's authority and responsibilities are set forth in its charter and include, but are not limited to:

reviewing and approving the compensation for the Chief Executive Officer, the remaining NEOs and other members of Executive Management;

selecting and approving the performance metrics and goals for the executive compensation program and evaluating performance at the end of each performance period; and

approving Annual Incentive Award opportunities, PSUs, RSUs and LTIP award opportunities. In making compensation decisions, the Compensation Committee uses several resources and tools, including the services of the Compensation Committee's independent compensation consultant, Meridian Compensation Partners, LLC ( Meridian ). The Compensation Committee also considers summary analyses of total compensation delineating each compensation element ( tally sheets ), an executive risk scorecard provided by our Chief Risk Officer, competitive benchmarking and other analyses, as further described below.

The Compensation Committee periodically receives reports from our Chief Risk Officer regarding our risk environment and risk management practices, from our Chief Compliance Officer regarding compliance and risk matters, and from our General Auditor, the head of our internal audit function, regarding our internal controls. In addition, the Compensation Committee regularly reviews the minutes of the Risk Committee of the Board of Directors. The purpose of these reports and review is to allow the Compensation Committee to evaluate our current risk environment and internal control positions relevant to incentive compensation, and to take these issues into consideration when determining incentive compensation.

The Chief Executive Officer is also involved in compensation determinations for members of Executive Management, other than himself, including compensation for each of the NEOs, and makes recommendations to the Compensation Committee on base salary and the other compensation elements. We believe that the Chief Executive Officer is in the best possible position to assess the performance of the other members of Executive Management, and accordingly, he plays an important role in the compensation setting process. Ultimately, however, decisions about individual compensation elements and total compensation of all members of Executive Management are made by the Compensation Committee, based primarily on the executive officer's performance and our overall performance, with consideration of the business environment in which the results were achieved.



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Compensation Discussion and Analysis

The following table illustrates the Compensation Committee’s executive compensation process timeline at BB&T. In addition, the Compensation Committee regularly receives updates with respect to our on-going shareholder engagement efforts. Meridian attends and participates in Compensation Committee meetings throughout the year.

**Executive Compensation Process**

<b>February Teleconference</b>	<ul style="list-style-type: none"> <li>Receive risk management update on risk appetite and events that could impact incentive compensation</li> <li>Joint meeting among the Compensation, Audit and Risk Committees</li> <li>Review an executive risk scorecard for the prior year</li> <li>Review projected financial results with proposed adjustments for incentive plans and consider qualitative performance component for the Annual Incentive Award</li> <li>Receive an update from BB&amp;T’s General Auditor regarding the effectiveness of internal controls</li> <li>Receive a report from BB&amp;T’s Chief Compliance Officer regarding compliance and risk matters</li> </ul>
<b>February Meeting</b>	<ul style="list-style-type: none"> <li>Approve financial results and adjustments for incentive plans</li> <li>Assess qualitative performance for the Annual Incentive Award</li> <li>Determine payments/vesting for incentive plans with performance periods completed the prior year (Annual Incentive Award, LTIP, PSUs and RSUs)</li> <li>Approve our peer group for the current year</li> <li>Determine compensation for the current year – base salary increases (if any), cash incentive plans (Annual Incentive Award and LTIP), PSUs and RSUs</li> <li>Review and approve the draft Compensation Discussion and Analysis and the draft Compensation Committee Report on Executive Compensation sections of the proxy statement</li> <li>Review tally sheets</li> </ul>

**June Meeting**

Review projected financial results with proposed adjustments for incentive plans and consider qualitative performance component for the Annual Incentive Award

**July Meeting**

Joint meeting among the Compensation, Audit and Risk Committees  
Conduct a mid-year review of the current executive risk scorecard

**October Meeting**

Receive a risk management update on risk appetite and events that could impact incentive compensation  
Review projected financial results with proposed adjustments for incentive plans and consider qualitative performance component for the Annual Incentive Award  
Review of Executive Management compensation with the Compensation Committee s independent compensation consultant, Meridian

**December Meeting**

Review projected financial results with proposed adjustments for incentive plans and consider qualitative performance component for the Annual Incentive Award  
Conduct annual review of director compensation  
Consider retaining the Compensation Committee s independent compensation consultant for the upcoming year

**Role of Compensation Consultant**

The Compensation Committee engages an independent compensation consultant to provide market reference perspective and serve as an advisor. The independent compensation consultant serves at the request of, and reports directly to, the Compensation Committee. Further, the Compensation Committee has the sole authority to approve the independent compensation consultant s fees and other retention terms, including the authority to limit the amount of fees the independent compensation consultant may earn from other services provided to BB&T. The Compensation Committee has retained Meridian to act as the Compensation Committee s independent compensation consultant. In this capacity, Meridian performed a review of our executive compensation programs, provided peer group analyses, and advised on regulatory developments, corporate governance and best practice trends.

The Compensation Committee determined that, based on its review, Meridian is independent and that its engagement did not present any conflicts of interest. In making this determination, the Compensation Committee noted that Meridian (a) provides no other services to BB&T other than compensation consulting, (b) has no personal or business relationships with

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Compensation Discussion and Analysis

members of our Board or executive officers, (c) does not directly own any shares of BB&T stock, and (d) retains a written policy designed to avoid conflicts of interest that may arise. Meridian also determined that it was independent from our management and confirmed this in a written statement delivered to the Chair of the Compensation Committee.

During 2018, the compensation consultant provided the following services to the Compensation Committee:

reviewed our company's total compensation philosophy for reasonableness and appropriateness;

reviewed overall compensation levels;

reviewed our total executive compensation program relative to peers and advised the Compensation Committee of plans or practices that may be changed to improve effectiveness;

provided market and peer data and recommendations on Executive Management compensation;

reviewed, and advised the Compensation Committee on, the composition of our peer group;

reviewed public disclosure on compensation, including the draft Compensation Discussion and Analysis and related tables and compensation disclosures for our proxy statement; and

advised the Compensation Committee regarding the compensation of outside directors.

In order for a compensation consultant to provide effective advice, the Compensation Committee expects them to interact with our management from time to time. These interactions generally involve, among other things:

obtaining compensation and benefits data, as well as other relevant information that is not available from public sources;

working with management to understand the scope of the various executive jobs in order to provide accurate benchmarking; and

conferring with management so that factual and data analyses are accurate and up-to-date. This process enables the compensation consultant to identify any areas where further research or analysis may be necessary, while allowing it to discuss any changes to the executive compensation program or refine recommendations before finalizing its reports to the Compensation Committee.

### Peer Group and Competitive Analyses

The Compensation Committee uses a peer group to perform competitive assessments of executive compensation as well as to measure performance under our annual and long-term incentive plans. The Compensation Committee approves a group of publicly-traded banks or financial services holding companies each year to serve as the peer group. In evaluating our peer group, the Compensation Committee considered a number of factors, including asset size and market capitalization, and determined that, for 2018, no changes were needed. Given the limited number of banks of our size and market cap, we are among the largest of our peers, and positioned near the 75th percentile of our peer group on both measures.

#### BB&T 2018 PEER GROUP

v Citizens Financial	v PNC
v Comerica	v Regions
v Fifth Third	v SunTrust
v Huntington	v U.S. Bancorp
v KeyCorp	v Wells Fargo
v M&T	v Zions

The Compensation Committee determined that this group would be used for the relative performance comparisons in our Annual Incentive Award (ROA) and our PSUs and LTIP (ROCE, TSR). The Compensation Committee also reviewed the incentive plan design practices of this group when evaluating potential changes to our program for 2018.

The compensation structure for Executive Management, which includes the NEOs, emphasizes variable pay based on performance. We generally compare each element of compensation as well as total compensation relative to the peer group. Our shareholders have told us that they prefer that compensation opportunities generally not be targeted above the median of the peer group, irrespective of our relative size. Accordingly, the Compensation Committee considers the peer compensation practices with a goal of targeting market median, while giving consideration for each executive's performance, experience and responsibilities.

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## Compensation Discussion and Analysis

In addition to the external peer group analysis, the Compensation Committee also reviews detailed tally sheets for each executive and reviews the total compensation for each member of the Executive Management team, relative to one another. This practice is consistent with our compensation philosophy of rewarding our associates based upon their level of responsibility within the Corporation.

**2019 PEER GROUP CHANGES**

For 2019, as part of its annual review of our executive compensation program, the Compensation Committee replaced the two members of our peer group below \$100 billion in assets with two larger financial institutions by making the following changes:

Outgoing Peers	Incoming Peers
Comerica	Capital One
Zions	Bank of America

In making these changes, the Compensation Committee considered that the addition of the two larger financial institutions will position BB&T closer to the median of our peer group in terms of asset size and market capitalization. Under the updated peer group, as of December 31, 2018, BB&T would be positioned at approximately the 58th percentile in both asset size and market capitalization. As noted earlier, shareholders we contacted were supportive of these changes.

**Executive Risk Scorecard**

We utilize an executive risk scorecard which the Compensation Committee may use to adjust, if necessary, the short-term and long-term incentive compensation of each member of Executive Management (including the NEOs). The executive risk scorecard:

allows for evaluation of both corporate and individual results that can be compared to stated risk appetites in all risk categories;

presents the positive and negative risk outcomes that have influenced each risk category, if necessary, and includes recommended actions with respect to significant negative outcomes;

is used in conjunction with the recommendations of the Chief Risk Officer, the CEO and the Compensation Committee's own insight and evaluation;

is included as part of our risk review process in which 100% of each Executive Manager's short-term and long-term compensation for 2018 was subject to potential adjustment;

was developed by our senior Risk and Compliance Officers; and

is reviewed by the independent compensation consultant.

The Compensation Committee believes that the executive risk scorecard is an important element to ensure that incentive compensation at the Executive Management level is risk-balanced. The use of this risk scorecard has been discussed with our regulators as an additional way to conform to incentive compensation guidance and best practices.

#### **REGULATORY CONSIDERATIONS IN SETTING COMPENSATION**

Banking regulators have provided input on and influenced the compensation practices and incentive compensation at the largest financial institutions in the United States, focusing on the risks intrinsic to the design and implementation of compensation plans as well as the reasonableness of each element of compensation. While we have focused our compensation philosophy on performance-based compensation, regulatory guidance has influenced past decisions with respect to our executive compensation programs. The Compensation Committee continues to assess our pay practices to balance risks with our commitment to link NEO pay to our performance while maintaining executive compensation programs that are market competitive and shareholder aligned.

#### **Section 5 Other Aspects of BB&T's Executive Compensation Program and Governance Practices**

In addition to the key components of our executive compensation program described above, other significant policies, plans and factors influence executive compensation, including the compensation of the NEOs. These policies and practices ensure strong governance of our executive compensation program and promote alignment of our executives interests with those of shareholders.

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Compensation Discussion and Analysis

**Stock Ownership Guidelines for Executive Management**

The Compensation Committee believes that members of Executive Management, including the NEOs, should accumulate meaningful equity stakes in BB&T over time to further align their economic interests with the interests of shareholders, thereby promoting our objective of increasing shareholder value.

The table below summarizes the stock ownership guidelines for our NEOs. Each of our NEOs currently exceeds these guidelines.

Approximate Stock Value to be Held Under Stock Ownership Guidelines		
Name	Stock Ownership Guidelines	
Kelly S. King	6x Base Salary	\$6,579,000
Christopher L. Henson	3x Base Salary	\$2,142,000
Clarke R. Starnes III	3x Base Salary	\$1,805,400
Daryl N. Bible	3x Base Salary	\$1,805,400
Barbara F. Duck	3x Base Salary	\$1,560,600
Donna C. Goodrich	3x Base Salary	\$1,560,600

**Risk Management**

The Compensation Committee annually considers whether our executive compensation program encourages unnecessary or excessive risk taking. In reviewing the program for risk, the goal of the Compensation Committee is to design an executive compensation program to encourage prudent risk management and discourage inappropriate risk-taking by granting a diverse portfolio of compensation to our NEOs that is expected to reward the creation of shareholder value over time. To help achieve this goal, the Compensation Committee considers the risk profile of the primary compensation elements. In addition, the Compensation Committee meets twice annually in a joint session with the Audit and Risk Committees.

The Compensation Committee believes that having market-competitive fixed base salaries discourages inappropriate risk-taking. In addition, executives have a significant proportion of compensation provided in the form of equity awards that have performance and vesting features that extend over several years, as well as stock ownership requirements; this ensures our executives have significant value tied to long-term stock price performance which discourages imprudent risk-taking. Additionally, LTIP and PSU awards are based on our performance over a three-year period, encouraging our NEOs to focus on long-term performance in addition to annual results, further reducing risk-taking that is likely to produce only short-term benefits and allowing sufficient time for risk outcomes to emerge. Our clawback and forfeiture provisions, discussed below, also discourage imprudent risk-taking.

### **Compensation Clawbacks and Forfeiture Provisions**

Our Board believes that the current structure of BB&T's incentive compensation recoupment practices is appropriate, effective, provides a balanced approach to risk management, and properly aligns the interests of our Executive Management and shareholders.

Our 2012 Incentive Plan and award agreements contain broad language regarding clawbacks and make all awards under the 2012 Incentive Plan subject to recoupment, forfeiture or reduction to the extent determined by the Compensation Committee. Any and all amounts payable or paid under the 2012 Incentive Plan are subject to clawback, forfeiture, and reduction to the extent determined by the Compensation Committee as necessary to comply with applicable law and/or policies adopted by BB&T. When determining incentive compensation and consistent with regulatory guidance, the Compensation Committee evaluates our current risk environment and internal control positions relevant to incentive compensation and reviews an executive risk scorecard and other reports provided by our Chief Risk Officer and our Chief Compliance Officer. The Compensation Committee also receives reports from our General Auditor, the head of BB&T's internal audit function, regarding the effectiveness of our overall system of internal controls.

### **Responsible Equity Grant Practices**

Generally, the timing of our regular annual equity awards is determined months in advance of the actual grants in order to coincide with the regular February meetings of the Board and the Compensation Committee. The grant date is established



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**Table of Contents****Compensation Discussion and Analysis**

when the grants and all key terms are approved by the Board or the Compensation Committee, as the case may be. For the 2018 PSU and RSU awards, the Compensation Committee used the closing price of our common stock on the grant date to determine the number of PSU and RSU awards. In addition, the 2012 Incentive Plan includes prohibitions on the repricing of stock options without shareholder approval. We are required to recognize the expense of all share-based awards (such as PSUs and RSUs) in our income statement over the award's minimum required service period.

**Pledging/Hedging of Shares**

Our Codes of Ethics and Insider Trading Policy prohibit all associates, including our directors and members of Executive Management, from speculative trading in BB&T common stock (including prohibitions on buying call options and selling put options for our common stock) and place limitations on a director's or NEO's ability to conduct short-term trading, thus encouraging long-term ownership of common stock. Our Corporate Governance Guidelines contain a similar restriction and also prohibit directors and Executive Management members from entering into hedging strategies that protect against downside risk in our common stock. Under our Corporate Governance Guidelines, directors and Executive Management members may only pledge shares held in excess of each individual's share ownership requirements. In addition, the Corporate Governance Guidelines contain a grandfather provision that permits any pledge that existed prior to December 1, 2013.

**Tax Considerations**

Prior to the implementation of the Tax Cuts and Jobs Act of 2017 ( Tax Cut Act ), our compensation philosophy and policies were generally intended to comply with Section 162(m) to the extent the Compensation Committee determined appropriate. Section 162(m) generally disallowed a federal income tax deduction for compensation over \$1 million paid for any fiscal year to the Chief Executive Officer and the three other highest paid executive officers other than the Chief Financial Officer (referred to as covered employees ).

For taxable years beginning on and after January 1, 2018, the Tax Cut Act generally eliminated the performance-based compensation exception under 162(m). The Tax Cut Act also expanded the \$1 million per covered employee annual limitation on deductibility to a larger group of named executive officers. In addition, the Tax Cut Act also provided that any named executive officer who was a covered employee in taxable years beginning on and after January 1, 2017, will continue to be a covered employee for all subsequent taxable years (including taxable years after his or her death).

As a result of the Tax Cut Act, we expect that the Corporation may no longer take an annual deduction for any compensation paid to any of its covered employees in excess of \$1 million per executive officer. We also expect that equity awards granted under arrangements entered into or materially modified after November 2, 2017 generally will not be deductible to the extent they result in compensation to our covered employees that exceeds \$1 million in any one year for any such officer.

Due to the continued importance and benefit to the Corporation and our shareholders of awarding compensation that is structured to properly incentivize our executive officers, the Compensation Committee believes that it is in our best interests to retain the flexibility in awarding compensation that is not subject to limitations imposed by the tax laws, even if some awards may be non-deductible compensation expenses to the Corporation.

### **Conclusion**

BB&T and the Compensation Committee review all elements of our executive compensation program for the NEOs, including a tally sheet for each NEO delineating each element of the NEO's compensation. In designing the various elements of the total executive compensation program, we have taken great care to select elements that are performance-based and to use a variety of performance metrics that, on the whole, will encourage the achievement of short-term and long-term shareholder value while enabling us to retain our talented executives. We believe the total compensation for each NEO is reasonable, and we continue to improve upon our program so that its components and features are consistent with shareholder expectations, market standards and comparable programs of the peer group. The executive compensation program for the NEOs is based on our financial performance and links executive performance to our annual financial and operational results and the long-term financial interests of the shareholders. We further believe that our compensation philosophy is consistent with our corporate culture and objectives and has served, and will continue to serve, as a reasonable basis for administering our total executive compensation program, both for the NEOs and for all of our associates, for the foreseeable future.

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Compensation Discussion and Analysis

**Compensation Committee Report on Executive Compensation**

The Compensation Committee is composed entirely of non-employee directors, each of whom has been determined in the Board's business judgment to be independent based on the categorical standards for independence adopted by the Board, which include the applicable NYSE independence standards. The Compensation Committee is responsible for oversight and review of our compensation and benefit plans, including administering our executive incentive plan, fixing the compensation for the Chief Executive Officer and reviewing and approving the compensation for the other members of Executive Management.

The Compensation Discussion and Analysis section of this proxy statement is management's report on BB&T's executive compensation program and, among other things, explains the material elements of the compensation paid to the Chief Executive Officer and the other NEOs. The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section of this proxy statement with management. Based on this review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2018.

Submitted by the Compensation Committee of the Board of Directors, whose current members are:

Thomas N. Thompson, Chair  
Jennifer S. Banner

Patrick C. Graney III  
Easter A. Maynard

**Compensation Committee Interlocks and Insider Participation**

The directors who constituted the Compensation Committee during some or all of 2018 were Anna R. Cablik, Patrick C. Graney III, Louis B. Lynn, Ph.D., Eric C. Kendrick, Easter A. Maynard and Thomas N. Thompson. None of the individuals who served as a member of the Compensation Committee during 2018 was at any time an officer or an employee of BB&T or any of its subsidiaries had any relationship with us requiring disclosure under SEC regulations.

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## Compensation of Executive Officers

## COMPENSATION OF EXECUTIVE OFFICERS

## 2018 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$) <sup>(1)</sup>	Awards (\$) <sup>(2)</sup>	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	Change in Pension Value & Non-Qualified Deferred Compensation Earnings (\$) <sup>(4)</sup>	All Other Compensation (\$) <sup>(5)</sup>	Total (\$)
<b>Kelly S. King</b> <i>Chairman and Chief Executive Officer</i>	2018	1,091,125	3,067,442		4,060,475		365,634	8,584,676
	2017	1,075,000	3,134,169		4,757,813	3,382,618	325,096	12,674,696
	2016	1,075,000	2,122,925	601,998	4,340,969	3,189,647	279,544	11,610,083
<b>Christopher L. Henson</b> <i>President and Chief Operating Officer</i>	2018	710,500	1,467,414		1,724,679		163,161	4,065,754
	2017	700,000	1,499,400		2,008,854	2,832,746	152,101	7,193,101
	2016	700,000	863,971	244,998	1,835,021	1,975,680	150,858	5,770,528
<b>Clarke R. Starnes III</b> <i>Senior Executive Vice President and Chief</i>	2018	598,850	1,122,306		1,293,321		126,475	3,140,952
	2017	590,000	1,146,759		1,509,063	2,020,281	118,145	5,384,248
	2016	590,000	657,466	186,437	1,379,076	1,704,775	103,852	4,621,606

*Risk Officer*

<b>Daryl N. Bible</b>	2018	598,850	1,122,306		1,293,321	67,350	126,475	3,208,302
<i>Senior Executive</i>	2017	590,000	1,146,759		1,509,063	827,608	118,145	4,191,575
<i>Vice President and Chief</i>	2016	590,000	657,466	186,437	1,379,076	583,745	103,852	3,500,576

*Financial Officer*

<b>Barbara F. Duck</b>	2018	517,650	762,266		999,458		98,926	2,378,300
<i>Senior Executive</i>	2017	510,000	778,763		1,131,111	1,405,185	91,324	3,916,383
<i>Vice President and Chief</i>	2016	507,083	518,569	147,052	1,012,059	850,478	76,598	3,111,839

*Information Officer*

<b>Donna C. Goodrich</b>	2018	517,650	762,266		999,458		98,926	2,378,300
<i>Senior Executive</i>	2017	510,000	778,763		1,131,111	1,635,409	91,324	4,146,607
<i>Vice President and Treasurer</i>	2016	507,083	518,569	147,052	1,012,059	1,052,288	76,598	3,313,649

- (1) Salary as a percentage of total annual compensation for each of the NEOs in 2018 was as follows: Mr. King (12.7%), Mr. Henson (17.5%), Mr. Starnes (19.1%), Mr. Bible (18.7%), Ms. Duck (21.8%) and Ms. Goodrich (21.8%).
- (2) The amounts in the *Stock Awards* column reflect the grant date fair value of the PSUs and RSUs awarded during the year shown. For 2018, RSUs were valued using the grant price of \$54.60 less the present value of projected future dividends of \$3.17, or \$51.43; consistent with the approach for ASC 718 expensing. For 2018, PSUs were valued using the Monte Carlo simulation assuming a probable payout as of the grant date of target performance and the fair value associated with a probable payout of target (\$52.99 per share). At the maximum level of performance, the value of PSUs awarded in 2018 would be: \$1,945,793 for Mr. King; \$930,822 for Mr. Henson; \$711,921 for Mr. Starnes; \$711,921 for Mr. Bible; \$483,534 for Ms. Duck; and \$483,534 for Ms. Goodrich. As discussed in the Compensation Discussion and Analysis, the outstanding PSUs and RSUs remain subject to vesting criteria and accordingly, the NEO may never receive any value from such award.
- (3) Contains Annual Incentive Award and LTIP payments, as indicated in the below table. Payments under each award occur when specific performance measures are achieved, as described in the *Compensation Discussion and Analysis* section above, rather than upon the date of grant.

Name	2016-2018	
	2018 Annual	LTIP
	Incentive	(\$)

	Award	
	(\$)	
Kelly S. King	2,659,617	1,400,857
Christopher L. Henson	1,154,563	570,116
Clarke R. Starnes III	860,847	432,474
Daryl N. Bible	860,847	432,474
Barbara F. Duck	647,063	352,395
Donna C. Goodrich	647,063	352,395

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## Compensation of Executive Officers

- (4) The amounts listed are attributable to changes in the present value of the benefits under the BB&T Corporation Pension Plan and the BB&T Corporation Non-Qualified Defined Benefit Plan, as applicable, for each of the NEOs. There were certain reductions in the present value of the accumulated benefit under these plans from December 31, 2017 to December 31, 2018. In accordance with SEC regulations, these decreases in the present value are reflected as zero amounts. For the BB&T Corporation Pension Plan, the reductions were as follows: Mr. Henson (\$117,924); Mr. Starnes (\$140,551); Mr. Bible (\$113,886); Ms. Duck (\$171,157); and Ms. Goodrich (\$141,425). For the BB&T Corporation Non-Qualified Defined Benefit Plan, the reductions were as follows: Mr. King (\$2,938,793); Mr. Henson (\$341,748); Mr. Starnes (\$599,516); Ms. Duck (\$83,970); and Ms. Goodrich (\$34,573). For the BB&T Corporation Pension Plan, the value for Mr. King increased by \$14; for the BB&T Corporation Non-Qualified Defined Benefit Plan, the value for Mr. Bible increased by \$181,236. The benefits the NEOs, including Mr. King, receive are calculated in the same manner as all plan participants. Due to Mr. King's long tenure, he receives the maximum credit for years of service under the plans. Additionally, Mr. King would receive his retirement benefits immediately upon retirement. Consistent with all plan participants, the calculations for these benefits generally reference the highest levels of compensation over a five-year consecutive period in the ten-year period before retirement.
- (5) The detail relating to All Other Compensation for 2018 is as follows:

Name	401(k)	NQDC	Perquisites (\$)*
	Matching Contribution(\$)	Matching Contribution(\$)	
Kelly S. King	16,500	334,574	14,560
Christopher L. Henson	16,500	146,661	
Clarke R. Starnes III	16,500	109,975	

Daryl N. Bible	16,500	109,975
Barbara F. Duck	16,500	82,426
Donna C. Goodrich	16,500	82,426

- \* Pursuant to SEC rules, we have not reported perquisites to those NEOs where the value of the perquisites, in aggregate, is less than \$10,000. Mr. King's perquisites for 2018 consisted of: (a) expenses related to an executive physical examination, including travel; (b) the maintenance of a residential security system; (c) spousal participation in a corporate event, including travel; and (d) a cash benefit adjustment pursuant to an election to opt out of BB&T's group term life insurance coverage.



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## Compensation of Executive Officers

**2018 GRANTS OF PLAN-BASED AWARDS**

Name	Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(2)(3)(4)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)(5)(6)(7)</sup>			Grant Date Fair Value of Stock Awards <sup>(8)</sup>
		Grant	Target	Maximum	Threshold	Target	Maximum	Awards (\$) <sup>(8)</sup>
		(\$)	(\$)	(\$)	(#)	(#)	(#)	
<b>Kelly S. King</b>								
Performance Share Units	2/20/2018				11,751	29,376	36,720	1,556,634
Restricted Stock Units	2/20/2018					29,376		1,510,808
Annual Incentive Award	2/20/2018	255,323	2,127,694	2,659,617				
2018-2020 LTIP <sup>(1)</sup>	2/20/2018	639,310	1,598,274	1,997,843				
<b>Christopher L. Henson</b>								
Performance Share Units	2/20/2018				5,621	14,053	17,566	744,668
Restricted Stock Units	2/20/2018					14,053		722,746
Annual Incentive Award	2/20/2018	110,838	923,650	1,154,563				
2018-2020 LTIP <sup>(1)</sup>	2/20/2018	310,795	776,988	971,235				
<b>Clarke R. Starnes III</b>								
Performance Share Units	2/20/2018				4,300	10,748	13,435	569,537
Restricted Stock Units	2/20/2018					10,748		552,770
Annual Incentive Award	2/20/2018	82,641	688,678	860,847				
2018-2020 LTIP <sup>(1)</sup>	2/20/2018	237,924	594,809	743,511				
<b>Daryl N. Bible</b>								
Performance Share Units	2/20/2018				4,300	10,748	13,435	569,537
Restricted Stock Units	2/20/2018					10,748		552,770
Annual Incentive Award	2/20/2018	82,641	688,678	860,847				
2018-2020 LTIP <sup>(1)</sup>	2/20/2018	237,924	594,809	743,511				
<b>Barbara F. Duck</b>								
Performance Share Units	2/20/2018				2,920	7,300	9,125	386,827
Restricted Stock Units	2/20/2018					7,300		375,439
Annual Incentive Award	2/20/2018	62,118	517,650	647,063				
2018-2020 LTIP <sup>(1)</sup>	2/20/2018	157,882	394,706	493,383				
<b>Donna C. Goodrich</b>								
Performance Share Units	2/20/2018				2,920	7,300	9,125	386,827
Restricted Stock Units	2/20/2018					7,300		375,439
Annual Incentive Award	2/20/2018	62,118	517,650	647,063				

2018-2020 LTIP <sup>(1)</sup>	2/20/2018	157,882	394,706	493,383
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- (1) LTIP awards may be paid in the form of cash or stock at the discretion of the Compensation Committee. However, since 1996 awards have been paid only in cash. For that reason, LTIP awards are disclosed under the Estimated Future Payouts Under Non-Equity Incentive Plan Awards column of this table. When the threshold, target and maximum payments were established in 2018 for the LTIP, such payments were based on each executive's base salary for 2018 with assumptions made for increases in base salary for subsequent years in the performance cycle. Actual payments will be based on the actual average salary over the three-year performance cycle and are subject to increase/reduction based on TSR percentile performance relative to our peer group TSR for the three-year performance period.
- (2) For a discussion of the terms of the PSUs, RSUs, Annual Incentive Awards, and LTIP awards, see Compensation Discussion and Analysis Section 3 Our Executive Compensation Program Pay Decisions.
- (3) For the Annual Incentive Award, the threshold payment is 12% of the target amount. For the LTIP, the threshold payment is 40% of the target amount (assuming maximum reduction based on TSR performance).
- (4) For the Annual Incentive Award and the LTIP, the maximum payment is 125% of the target amount.
- (5) If the performance and vesting criteria for PSUs and RSUs are not met, awards are subject to reduction, forfeiture, or nonpayment. The ultimate number of PSUs that will vest will be determined by BB&T's performance over the three-year performance period. PSUs are subject to increase/reduction based on TSR percentile performance relative to our peer group TSR for the three-year performance period.
- (6) For PSUs the threshold payment is 40% of the target amount (assuming maximum reduction based on TSR performance).
- (7) For PSUs, the maximum payment is 125% of the target amount.
- (8) This column reflects the grant date fair value, computed in accordance with SEC rules, of PSUs and RSUs granted in 2018. Please refer to Note (2) in the Summary Compensation Table for additional detail on the grant date fair value of awards.

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Compensation of Executive Officers

**2018 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

Name	OPTION AWARDS					STOCK AWARDS				
	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Exercised Options	Number of Securities Underlying Incentive Plan Awards	Exercise Price	Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Unearned Shares or Units of Stock that Have Not Vested	Number of Shares or Units of Stock that Have Not Vested	Market Value of Unearned Shares or Units of Stock that Have Not Vested	Number of Shares or Units of Stock that Have Not Vested
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
Kelly S. King	100,000			30.09	2/21/2022					
	101,806			30.08	2/26/2023					
	71,611			37.55	2/25/2024					
	120,714			38.22	2/24/2025					
	103,703		51,852	32.10	2/23/2026					
						143,180		6,202,558		
Christopher L. Henson	29,763			37.55	2/25/2024					
	49,375			38.22	2/24/2025					

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	21,103	21,102	32.10	2/23/2026		
Clarke R. Starnes III	37,565		38.22	2/24/2025	66,521	2,881,690
	32,117	16,058	32.10	2/23/2026		
Daryl N. Bible	22,629		37.55	2/25/2024	50,799	2,200,613
	37,565		38.22	2/24/2025		
	32,117	16,058	32.10	2/23/2026	50,799	2,200,613
Barbara F. Duck	15,396		37.55	2/25/2024		
	26,500		38.22	2/24/2025		
	25,331	12,667	32.10	2/23/2026	35,316	1,529,889
Donna C. Goodrich	21,587		30.08	2/26/2023		
	15,396		37.55	2/25/2024		
	26,500		38.22	2/24/2025		
	25,331	12,667	32.10	2/23/2026	35,316	1,529,889

(1) Column (d) Unearned and Unvested Stock Options:

**Stock Options Unearned and Unvested at Year-End**

Grant Date	Vesting							
	Date							
	(Subject to performance)		Mr. King	Mr. Henson	Mr. Starnes	Mr. Bible	Ms. Duck	Ms. Goodrich
2/23/2016	3/15/2019		51,852	21,102	16,058	16,058	12,667	12,667

If the performance criteria are not met, up to 100% of the unvested portion of the stock options is subject to forfeiture. For the 2018 fiscal year, the Compensation Committee determined that the performance criteria had been met.

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## Compensation of Executive Officers

(2) Column (i) Unearned and Unvested Restricted Stock Units and Performance Share Units:

**Unearned and Unvested Restricted Stock Units at Year-End**

Grant Date	Vesting Date						
	(Subject to performance)	Mr. King	Mr. Henson	Mr. Starnes	Mr. Bible	Ms. Duck	Ms. Goodrich
12/31/2015	2/15/2019	4,541	1,983	1,477	1,477	970	970
2/23/2016	3/15/2019	25,006	10,176	7,745	7,745	6,109	6,109
2/21/2017	3/15/2019	10,976	5,251	4,016	4,016	2,728	2,728
	3/15/2020	10,977	5,252	4,017	4,017	2,727	2,727
2/20/2018	3/15/2019	9,791	4,684	3,582	3,582	2,433	2,433
	3/15/2020	9,792	4,685	3,583	3,583	2,434	2,434
	3/15/2021	9,793	4,684	3,583	3,583	2,433	2,433

Included in this column are RSUs granted from 2015 through 2018 that are unearned and outstanding at year-end. If the performance criteria are not met, up to 100% of the unvested portion of the RSUs is subject to forfeiture. For the 2018 fiscal year, the Compensation Committee determined that the performance criteria had been met.

**Unearned and Unvested Performance Share Units at Year-End**

Grant Date	Performance						
	Period	Mr. King	Mr. Henson	Mr. Starnes	Mr. Bible	Ms. Duck	Ms. Goodrich
2/21/2017	2017-2019	32,928	15,753	12,048	12,048	8,182	8,182
2/20/2018	2018-2020	29,376	14,053	10,748	10,748	7,300	7,300

Also included in this column are the target number of PSUs granted from 2017 through 2018 that are unearned and outstanding at year-end. If the performance criteria are not met, up to 100% of the PSUs is subject to forfeiture.

**OPTION EXERCISES AND STOCK VESTED IN 2018<sup>(1)</sup>**

Name	Option Awards		Stock Awards	
	Number of Shares	Value Realized on	Number of Shares	Value Realized on
	Acquired on Exercise	Exercise	Acquired on Vesting	Vesting <sup>(2)</sup>
(#)	(\$)	(#)	(\$)	

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Kelly S. King	140,789	3,535,077	61,155	3,340,831
Christopher L. Henson	21,102	476,975	25,852	1,412,274
Clarke R. Starnes III	22,629	403,903	19,657	1,073,843
Daryl N. Bible	88,305	2,074,925	19,657	1,073,843
Barbara F. Duck	58,042	1,364,261	14,335	783,094
Donna C. Goodrich	44,960	1,076,614	14,335	783,094

- (1) This table presents gross share amounts, without accounting for cashless exercises or shares withheld upon vesting for payment of taxes.
- (2) Based on the \$54.74 closing price of BB&T's common stock on February 14, 2018, and \$54.62 on March 14, 2018, the trading days immediately prior to the vesting dates.

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## Compensation of Executive Officers

**2018 PENSION BENEFITS<sup>(1)</sup>**

Name	Plan Name <sup>(2)</sup>	Number of Years	Present Value of	Payments During
		Credited Service <sup>(3)</sup>	Accumulated Benefit	Last Fiscal Year
		(#)	(\$)	(\$)
Kelly S. King	Q	35	3,648,972	
	NQ	35	28,943,221	
Christopher L. Henson	Q	34	2,318,804	
	NQ	34	10,220,435	
Clarke R. Starnes III	Q	35	2,346,097	
	NQ	35	8,229,048	
Daryl N. Bible	Q	11	2,073,068	
	NQ	11	1,113,854	
Barbara F. Duck	Q	31	1,828,579	
	NQ	31	3,368,377	
Donna C. Goodrich	Q	34	2,162,102	
	NQ	34	4,573,530	

(1) The 2018 Pension Benefits table shows the estimated present value of accumulated benefits payable to each of the NEOs, including the number of years of service credited to each such NEO, determined using the measurement date, interest rate and mortality rate assumptions consistent with those used in BB&T's financial statements. For these purposes, the credited years of service and present value of accumulated benefits were measured as of December 31, 2018.

(2) Q = BB&T Corporation Pension Plan.

NQ = BB&T Corporation Non-Qualified Defined Benefit Plan.

(3) Each plan limits the years of credited service to a maximum of 35 years.

**NARRATIVE TO 2018 PENSION BENEFITS TABLE**

We maintain the BB&T Corporation Pension Plan (the Pension Plan) and the BB&T Corporation Non-Qualified Defined Benefit Plan (the Non-Qualified Defined Benefit Plan). For a discussion of the valuation methods and material assumptions applied in quantifying the present value of the current accrued benefit under each of these plans, as set forth in the table above, please refer to Note 12 Benefit Plans in the Notes to Consolidated Financial Statements included with the Annual Report on Form 10-K for the year ended December 31, 2018, and filed with the SEC on February 26, 2019. A discussion of each of these plans is set forth below.

*Tax-Qualified Defined Benefit Plan.* The Pension Plan is a tax-qualified defined benefit pension plan for eligible associates. Most associates of BB&T and its subsidiaries who have attained age 21 are eligible to participate in the

Pension Plan after completing one year of service. Our contributions to the Pension Plan are computed on an actuarial basis. No participant contributions are permitted. A participant's annual normal retirement benefit under the Pension Plan at age 65 is an amount equal to 1.0% of the participant's final average compensation plus 0.5% of the participant's final average compensation in excess of Social Security covered compensation, multiplied by the number of years of creditable service completed up to a maximum of 35 years. A participant's final average compensation is his or her average annual cash compensation, including salary, wages, overtime, bonuses and incentive compensation, for the five consecutive years in the last ten years in which he or she receives compensation that produces the highest average.

*Non-Qualified Defined Benefit Plan.* The Non-Qualified Defined Benefit Plan is an excess benefit plan designed to provide supplemental pension benefits for certain highly compensated associates, including the NEOs, to the extent that their benefits under the Pension Plan are curtailed due to IRS compensation and benefit limitations. Benefits under the Non-Qualified Defined Benefit Plan are included in the table above.

*Retirement.* Mr. King, Mr. Henson, Mr. Starnes, Mr. Bible and Ms. Goodrich have met the requirements for retirement under the Pension Plan and the Non-Qualified Defined Benefit Plan; Ms. Duck currently is not eligible for retirement. Associates with at least 10 years of service who have attained age 55 are eligible to retire and begin receiving a reduced pension immediately. If an associate begins pension payments prior to normal retirement age, the payments are reduced based on a plan-specified reduction schedule.



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## Compensation of Executive Officers

**2018 NON-QUALIFIED DEFERRED COMPENSATION**

Name	Executive	BB&T	Aggregate	Aggregate	Aggregate
	Contributions	Contributions	Earnings	Withdrawals/	Balance at
	in 2018	in 2018	in 2018	Distributions	12/31/2018
	(\$) <sup>(1)</sup>	(\$) <sup>(2)</sup>	(\$) <sup>(3)</sup>	(\$)	(\$) <sup>(4)</sup>
Kelly S. King	334,574	334,574	238,430		10,058,578
Christopher L. Henson	171,855	146,661	(125,907)		4,207,521
Clarke R. Starnes III	129,054	109,975	6,641		2,326,973
Daryl N. Bible	248,510	109,975	(211,766)		3,064,863
Barbara F. Duck	82,426	82,426	(173,268)		1,602,139
Donna C. Goodrich	82,426	82,426	(43,780)		1,404,643

- (1) Executive contributions were based on each NEO's deferral elections and the salaries, Annual Incentive Award and LTIP payments received by each NEO in 2018.
- (2) This column represents BB&T's matching contributions credited to the accounts of the NEOs during 2018 in respect of the NEO's contributions. These values are also reflected in the "All Other Compensation" column of the 2018 Summary Compensation Table.
- (3) This column reflects earnings or losses on plan balances in 2018. Earnings may increase or decrease depending on the performance of the elected deemed investment options. These earnings are not above-market or preferential and thus are not reported in the 2018 Summary Compensation Table.
- (4) This column represents each NEO's year-end balance under the Non-Qualified Defined Contribution Plan. These balances include the NEO's and BB&T's respective contributions that were included in the summary compensation tables in previous years. Amounts in this column include earnings that were not previously reported in the summary compensation table because they were not above-market or preferential earnings.

**NARRATIVE TO 2018 NON-QUALIFIED DEFERRED COMPENSATION TABLE**

The BB&T Corporation Non-Qualified Defined Contribution Plan (the "Non-Qualified Defined Contribution Plan") is an excess benefit plan that provides supplemental benefits to certain highly-compensated associates, including the NEOs, to the extent that their benefits under the BB&T Corporation 401(k) Savings Plan are curtailed due to the application of certain IRS benefit and compensation limitations. During 2018, eligible associates were permitted to defer up to 50% of their cash compensation under the Non-Qualified Defined Contribution Plan, with certain participants, including each NEO, eligible to receive a matching contribution up to 6% of his or her compensation. All cash compensation is eligible for deferral unless prohibited under Code Section 409A. Plan participants may select deemed investment funds under the Non-Qualified Defined Contribution Plan that are identical to the investment funds offered under the 401(k) Plan with the exception that no deemed investments of BB&T common stock are

permitted. Participants make an election upon entering the Non-Qualified Defined Contribution Plan regarding the timing of plan distributions. The two allowable distribution elections are distribution upon termination or distribution upon reaching age 65. The Non-Qualified Defined Contribution Plan also allows for an in-service hardship withdrawal based on facts and circumstances that meet Internal Revenue Service guidelines. The Non-Qualified Defined Contribution Plan also provides participants in our incentive compensation plans with an effective means of electing to defer, on a pre-tax basis, a portion of the payments that they are entitled to receive under such plans.

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## Compensation of Executive Officers

**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL**

The potential payments to the NEOs pursuant to existing plans and arrangements in the event of their termination or a change of control at December 31, 2018 are shown in the table below. BB&T has entered into employment agreements with each member of Executive Management, including each of the NEOs. Several of the important provisions of these employment agreements are discussed below, including the noncompetition and nonsolicitation conditions, which generally are a prerequisite to receiving termination payments under the employment agreements.

	Voluntary / Retirement	For Cause	Death / Disability	Other than or for Good Reason	Just Cause Change of Control
	(\$)	(\$)	(\$)	(\$)	(\$)
<b>Kelly S. King</b>					
Severance				15,051,151	15,051,151
LTIP <sup>(1)</sup>					2,986,052
PSUs <sup>(1)</sup>					2,699,009
Stock Options & RSUs <sup>(2)(3)</sup>	4,085,328		4,085,328	4,085,328	4,085,328
Welfare Benefits <sup>(4)</sup>				39,654	39,654
Outplacement				20,000	20,000
Reduction Per Employment Agreement <sup>(5)</sup>					
<b>Total</b>	<b>4,085,328</b>		<b>4,085,328</b>	<b>19,196,133</b>	<b>24,881,194</b>
<b>Christopher L. Henson</b>					
Severance				8,158,137	8,158,137
LTIP <sup>(1)</sup>					1,340,746
PSUs <sup>(1)</sup>					1,291,196
Stock Options & RSUs <sup>(2)(3)</sup>	1,827,258		1,827,258	1,827,258	1,827,258
Welfare Benefits <sup>(4)</sup>				36,942	36,942
Outplacement				20,000	20,000
Reduction Per Employment Agreement <sup>(5)</sup>					
<b>Total</b>	<b>1,827,258</b>		<b>1,827,258</b>	<b>10,042,337</b>	<b>12,674,279</b>
<b>Clarke R. Starnes III</b>					
Severance				6,323,738	6,323,738
LTIP <sup>(1)</sup>					1,022,415
PSUs <sup>(1)</sup>					987,523
Stock Options & RSUs <sup>(2)(3)</sup>	1,393,261		1,393,261	1,393,261	1,393,261

Welfare Benefits <sup>(4)</sup>			36,942	36,942
Outplacement			20,000	20,000
Reduction Per Employment Agreement <sup>(5)</sup>				
<b>Total</b>	1,393,261	1,393,261	7,773,941	9,783,879
<b>Daryl N. Bible</b>				
Severance			6,323,813	6,323,813
LTIP <sup>(1)</sup>				1,022,415
PSUs <sup>(1)</sup>				987,523
Stock Options & RSUs <sup>(2)(3)</sup>	1,393,261	1,393,261	1,393,261	1,393,261
Welfare Benefits <sup>(4)</sup>			36,942	36,942
Outplacement			20,000	20,000
Reduction Per Employment Agreement <sup>(5)</sup>				
<b>Total</b>	1,393,261	1,393,261	7,774,016	9,783,954

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## Compensation of Executive Officers

	Voluntary / Retirement	For Cause	Death / Disability	Other than Just Cause or for Good Reason	Change of Control
	(\$)	(\$)	(\$)	(\$)	(\$)
<b>Barbara F. Duck</b>					
Severance				4,946,284	4,946,284
LTIP <sup>(1)</sup>					743,871
PSUs <sup>(1)</sup>					670,680
Stock Options & RSUs <sup>(2)(3)</sup>			1,001,333	1,001,333	1,001,333
Welfare Benefits <sup>(4)</sup>				32,532	32,532
Outplacement				20,000	20,000
Reduction Per Employment Agreement <sup>(5)</sup>					
<b>Total</b>			1,001,333	6,000,149	7,414,700
<b>Donna C. Goodrich</b>					
Severance				4,946,284	4,946,284
LTIP <sup>(1)</sup>					743,871
PSUs <sup>(1)</sup>					670,680
Stock Options & RSUs <sup>(2)(3)</sup>	1,001,333		1,001,333	1,001,333	1,001,333
Welfare Benefits <sup>(4)</sup>				36,942	36,942
Outplacement				20,000	20,000
Reduction Per Employment Agreement <sup>(5)</sup>					
<b>Total</b>	1,001,333		1,001,333	6,004,559	7,419,110

- (1) Following termination due to retirement, death, disability, or other than just cause or good reason, LTIP awards and PSUs remain subject to the Corporation's actual performance; therefore, no amounts are shown for these scenarios. Following a change of control, the NEO is entitled to LTIP payments, prorated through the date of the change of control. The amounts shown above include actual payments for the 2016-2018 LTIP cycle and projected pro rata payments for the two outstanding three-year LTIP cycles that have not been completed as of December 31, 2018, assuming that the Corporation's performance criteria are met at 100% of the NEO's target opportunity and such payment being prorated through the date of the change of control. Following a change of control, the NEO is entitled to PSU payments, with performance based on actual results for the completed calendar year(s) and target performance assumed for the remaining uncompleted calendar year(s). The amounts shown above reflect the market value of the PSU awards at target.
- (2) Value computed for each stock option grant by multiplying (i) the difference between (a) \$43.32, the closing market price of a share of our common stock on December 31, 2018, and (b) the exercise price per share for that option grant by (ii) the number of shares subject to each option that vests.

- (3) Value determined by multiplying the number of RSUs that vest by \$43.32, the closing market price of a share of our common stock on December 31, 2018.
- (4) Amounts include life, medical, and disability benefits to be paid under the applicable employment agreement.
- (5) The amount reflects the reduction to the NEO's payments such that payments are not deemed as excess parachute payments under Code Section 280G, as amended. For NEOs who are retirement eligible, amounts related to LTIP awards, PSUs, stock options and RSUs are not included in the calculation of excess parachute payments.

**NARRATIVE TO POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL TABLE**

Amounts shown in the table above and in the discussion below assume the NEO terminates employment on December 31, 2018, and are estimates of the amounts the NEO would receive upon termination. The actual amounts to be paid can only be determined at the time of a NEO's termination of employment. The amounts reported above do not include amounts that would be provided to a NEO under plans and arrangements that are generally available to all salaried associates. The amounts listed above also do not include amounts reported in the 2018 Pension Benefits and 2018 Non-qualified Deferred Compensation tables.

*Voluntary Termination or Retirement.* Upon voluntary termination by a NEO, any unvested awards and benefits (that are not subject to acceleration due to the NEO's retirement eligibility) would be forfeited. Messrs. King, Henson, Starnes, Bible and Ms. Goodrich, are over 55 years of age, have more than 10 years of service with the Corporation and are retirement eligible. Therefore, upon the end of their employment with the Corporation each would generally be entitled to accelerated vesting of outstanding unvested equity awards.

*Termination for Just Cause.* If the Corporation or Branch Bank terminates a NEO's employment for Just Cause, the NEO will not have the right to receive any compensation or other benefits under the employment agreement for any period after

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## Compensation of Executive Officers

such termination other than compensation that is earned but unpaid, unreimbursed expenses, and accrued and vested benefits.

*Payments Made Upon Death or Disability.* In the event of the death or disability, and subsequent termination, of any of our NEOs, the Corporation and Branch Bank will use their best efforts to accelerate vesting of any unvested benefits to which the NEO may be entitled under any stock-based or other benefit plan or arrangement to the extent permitted by the terms of such plans. The Corporation generally does not terminate associates as a result of disability.

*Termination for Other than Just Cause or Voluntary Termination for Good Reason.* If a NEO's employment is terminated either (i) through voluntary termination by a NEO for "Good Reason" or (ii) by the Corporation or Branch Bank other than for "Just Cause," he or she will be entitled to receive monthly payments of cash compensation (including salary and bonuses) equal to one-twelfth of the highest annual amount of such compensation over the past three years, for officers other than Mr. King, and the officer will also receive associate welfare benefits, including health care, and outplacement services, for the full three year term (or, for officers other than Mr. King, until age 65 if that is a shorter period). For Mr. King, the amount of severance benefits due, if any, is determined by reference to Mr. King's average annual cash compensation for the three years prior to the year of termination rather than by reference to the highest such year of cash compensation.

In addition, the Corporation and Branch Bank will use their best efforts to accelerate vesting of any unvested benefits to which the NEO may be entitled under any stock-based or other benefit plan or arrangement to the extent permitted by the terms of such plans. The receipt by any of the NEOs of payments and other benefits under his employment agreement is subject to compliance with the noncompetition and nonsolicitation provisions of the applicable employment agreement, which are described below.

*Change of Control.* The employment agreements of NEOs, other than Mr. King, provide that if a NEO's employment is terminated by the NEO or the Corporation for any reason (other than for "Just Cause" or on account of the death of the NEO) within twelve months after a "Change of Control" of the Corporation, the NEO will be entitled to receive the termination compensation and the other benefits described above under column titled, "Change of Control" in the table above. However, in the event of a termination in connection with a "Change of Control," the NEO generally will not be required to comply with the noncompetition and nonsolicitation provisions of the applicable employment agreement. Mr. King's employment agreement requires, in reference to "Change of Control," that a termination by Mr. King be a termination for "Good Reason" or that a termination by the Corporation or Branch Bank be without "Just Cause" in order for Mr. King to receive such compensation and benefits.

A "Change of Control" is generally deemed to have occurred under the employment agreements if:

- (a) any person or group acquires 20% or more of the voting securities of the Corporation;
- (b)

during any two-year period, persons who were directors of the Corporation at the beginning of the two-year period cease to constitute at least two-thirds of the Corporation's Board of Directors;

- (c) the shareholders of the Corporation approve any merger, share exchange or consolidation of the Corporation with another company that would result in less than 60% of the voting securities outstanding after the transaction being held by persons who were shareholders of the Corporation immediately prior to the transaction;
- (d) the shareholders of the Corporation approve a plan of complete liquidation or an agreement for the sale or disposition of substantially all of the Corporation's assets; or
- (e) any other event occurs that the Corporation's Board of Directors determines should constitute a Change of Control.

In addition, for the NEOs other than Mr. King, the Corporation's Board of Directors can determine, in its discretion, that a transaction constitutes a Merger of Equals, even though one or more of the above definitions of a Change of Control is met, and, upon such determination, the applicable individual will not be entitled to terminate his or her employment agreement voluntarily and receive continued salary and benefits unless Good Reason exists.

*Employment Agreements.* The following discussion is as of December 31, 2018. We have entered into employment agreements with each NEO to secure the services of key talent within the highly competitive financial services industry. Generally, the employment agreements are structured to carefully balance the individual financial goals of the executives relative to the needs of BB&T and its shareholders. The employment agreements provide that the NEOs are guaranteed minimum annual salaries equal to their current annual base salaries and continued participation in incentive compensation plans that BB&T or Branch Bank may from time to time extend to its similarly situated officers. During the term of the employment agreements, each NEO is entitled to participate in and receive, on the same basis as other similarly situated officers of BB&T and Branch Bank, pension and welfare benefits and other benefits such as sick leave, vacation, group disability and health, life and accident insurance and similar non-cash compensation that BB&T or Branch Bank may from time to time extend to its officers.



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Compensation of Executive Officers

The employment agreements for the NEOs provide that, under certain circumstances upon leaving the employment of BB&T and Branch Bank, the executive may not compete in the banking business, directly or indirectly, against the Corporation, Branch Bank and their affiliates. This prohibition generally precludes the NEO from working for a direct competitor with a banking presence within the continental United States. Additionally, the employment agreements for the NEOs prohibit the executive from soliciting or assisting in the solicitation of any of our depositors, customers, or affiliates, or inducing any of our associates to terminate their employment with BB&T or its affiliates. These noncompetition and nonsolicitation provisions generally will be effective until the one-year anniversary of the NEO's termination. These noncompetition provisions generally are not effective if the NEO terminates employment after a Change of Control.

The employment agreements have terms of 36 months that automatically extend monthly by an additional month, absent contrary notice by either party. The term of any employment agreement ends when such NEO reaches age 65, with the exception of Mr. King, whose employment agreement does not contain that provision. The Compensation Committee believes that a three-year term provides appropriate incentives for retention, protections against unjustified terminations, and is in line with other financial services companies. The employment agreements provide for reductions in payments to the extent necessary to avoid exceeding the limits established by Section 280G of the Code. Payments in excess of these limits are often referred to as excess parachute payments, and exceeding the Section 280G limits generally triggers an excise tax on the payments.

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## Compensation of Directors

## COMPENSATION OF DIRECTORS

## 2018 DIRECTOR COMPENSATION TABLE

Name <sup>(1)</sup>	Fees Earned or		
	Paid in Cash (\$)	Stock Awards (\$) <sup>(2)(3)</sup>	Total (\$)
Jennifer S. Banner	145,000	122,187	267,187
K. David Boyer, Jr.	105,500	122,187	227,687
Anna R. Cablik	122,500	122,187	244,687
Patrick C. Graney III	23,750		23,750
I. Patricia Henry	102,500	122,187	224,687
Eric C. Kendrick	112,500	122,187	234,687
Louis B. Lynn, Ph.D.	96,500	122,187	218,687
Easter A. Maynard	16,833		16,833
Charles A. Patton	148,000	122,187	270,187
Nido R. Qubein	102,500	122,187	224,687
William J. Reuter	142,000	122,187	264,187
Tollie W. Rich, Jr.	102,500	122,187	224,687
Christine Sears	95,000	122,187	217,187
Thomas E. Skains	140,500	122,187	262,687
Thomas N. Thompson	139,000	122,187	261,187

- (1) Kelly S. King is not included in this table because during 2018 he was an employee of the Corporation and therefore received no compensation for his service as a director. The compensation received by Mr. King as an employee of the Corporation is shown in the 2018 Summary Compensation Table. Eric C. Kendrick retired from the Board effective December 31, 2018. Patrick C. Graney III and Easter A. Maynard were elected to the Corporation's and Branch Bank's Boards effective October 22, 2018, and received prorated annual retainer fees and applicable fees for meetings attended after joining the Board.
- (2) In February 2018, each then serving non-employee director received 2,289 restricted stock units with a grant date fair value of \$53.38 for each unit. The amounts in this column reflect the grant date fair value for restricted stock unit awards for the fiscal year ended December 31, 2018. The assumptions used in the calculation of these amounts for awards granted in 2018 are included in Note 9 Shareholders' Equity in the Notes to Consolidated Financial Statements included within BB&T's Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

- (3) As of December 31, 2018, both Mr. Boyer and Mr. Skains held 7,506 stock options. As of December 31, 2018, no other director held stock options and no director held RSUs.

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## Compensation of Directors

**NARRATIVE TO 2018 DIRECTOR COMPENSATION TABLE**

The Compensation Committee is responsible for reviewing, on an annual basis, the compensation paid to our directors and making recommendations to the Board. Working with our compensation consultant, the Compensation Committee annually assesses the competitiveness of BB&T's director compensation program relative to our peers. In making this assessment, the Compensation Committee reviews (i) the individual pay components of our program relative to the pay components for directors at our peers, (ii) the average total compensation of board members, and (iii) our total board cost as compared to our peer group. Based on the Compensation Committee's recommendation and assessment for 2018, the Board increased the annual retainer from \$60,000 to \$65,000, the annual retainer for the Lead Director and the Chairs of the Audit, Compensation, Executive, Nominating and Corporate Governance and Risk Committees from \$15,000 to \$20,000 and the equity awards from \$110,000 to \$125,000.

The director compensation shown in the table above reflects total compensation paid to each director for service as a joint member on the Boards of BB&T and Branch Bank. A director who is also an associate of BB&T or its subsidiaries is not eligible to receive any retainer or fees for service on the Board of Directors.

In 2018, our non-management directors received the following fees:

<b>Amount of Retainer</b>	<b>Position</b>
\$65,000	Each non-management director
\$20,000	Chair of the Audit Committee
	Chair of the Compensation Committee
	Chair of the Executive Committee
	Chair of the Nominating and Corporate Governance Committee
	Chair of the Risk Committee
\$10,000	Lead Director
	Chair of Branch Bank Trust Committee
\$1,500 for each Board and committee meeting attended	All non-management directors and assigned committee members

**2018 Director Equity Awards**

The Board approved \$125,000 in equity-based compensation, issued in the form of RSUs that 100% vest at the end of the year.

If Board service is terminated due to disability or death, all unvested RSUs granted to a non-employee director would fully vest as of the date of disability or death.

If Board service is terminated for any other reason, any unvested RSUs outstanding as of the date of termination would be forfeited.

Upon a change of control, all unvested RSUs would become fully vested and a corresponding number of shares of BB&T common stock would be issuable to each director holding such RSUs.

*Non-Employee Directors' Deferred Compensation Plan.* We maintain the BB&T Amended and Restated Non-Employee Directors' Deferred Compensation Plan. This plan permits participating non-employee directors to defer 50% or 100% of their retainer or meeting fees into a deferred savings account. Deferrals are fully vested at all times and are payable in cash upon termination of the director's service on the Board.

*Stock Ownership Guidelines.* BB&T requires non-employee directors to hold or control an amount of common stock equal to 5x his or her annual retainer. All non-employee directors are expected to meet this ownership requirement by the later of (i) five years following his or her initial appointment as a director, or (ii) such period of time as it may take to reach the ownership requirement threshold by holding shares or RSUs granted by BB&T pursuant to our equity compensation arrangements.

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Pay Ratio Disclosure

**PAY RATIO DISCLOSURE**

SEC rules require us to disclose the ratio of the annual total compensation of our CEO, Kelly King, to the median employee's (associate's) annual total compensation. For 2018, Mr. King's annual total compensation was \$8,600,690 and the median associate's annual total compensation was \$68,778. These amounts include the value of certain non-discriminatory benefits. Based upon this information, the ratio of the annual total compensation of Mr. King to the median associate was 125 to 1.

As permitted by SEC rules, we are using the same median associate we identified in the Pay Ratio Disclosure section of our 2018 Annual Meeting Proxy Statement because there has been no change to our associate population or associate compensation arrangements that we believe would result in a significant change to our pay ratio disclosure in this Proxy Statement. For the 2018 Annual Meeting Proxy Statement, we examined our associate population, excluding our CEO, as of December 31, 2017. The median associate was determined by reviewing wages, tips and other compensation on payroll records for our associate population, as reported to the IRS on Form W-2.

In determining to use the same median associate, we considered a small decrease in the total number of our U.S. associates (both higher and lower compensated), and concluded that this change would not result in a significant change to our pay ratio disclosure. The change in our pay ratio, as compared to last year, results from the decrease in 2018 compensation as compared to 2017 compensation for both Mr. King and the median associate, which is primarily a result of the increase in the discount rate that was used to value pension benefits.

The pay ratio identified above is a reasonable estimate calculated in a manner consistent with SEC rules. Pay ratios that are reported by our peers may not be directly comparable to ours because of differences in the composition of each company's workforce, as well as the assumptions and methodologies used in calculating the pay ratio, as permitted by SEC rules.

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## Stock Ownership Information

**STOCK OWNERSHIP INFORMATION**

The table below sets forth the beneficial ownership of BB&T common stock by all directors, the named executive officers in this proxy statement (or NEOs), all directors and executive officers of BB&T as a group and each person who is known to be the beneficial owner of more than five percent of our common stock as of February 20, 2019. Unless otherwise indicated, all persons listed below have sole voting and investment powers over all shares beneficially owned. Applicable percentage ownership is based on 763,829,074 shares of BB&T common stock outstanding as of February 20, 2019.

Name of Beneficial Owner/Number of Persons in Group	Shares of Common			Percentage of Common Stock
	Shares of Common Stock Beneficially Owned <sup>(1)</sup>	Stock Subject to a Right to Acquire <sup>(2)</sup>	Total <sup>(3)</sup>	
<i>Directors and Executive Officers</i>				
Jennifer S. Banner	22,589		22,589	*
K. David Boyer, Jr.	11,014	7,506	18,520	*
Anna R. Cablik	51,294		51,294	*
I. Patricia Henry	12,735		12,735	*
Patrick C. Graney III	4,200		4,200	*
Kelly S. King	499,622 <sup>(4)</sup>	595,459	1,095,081	*
Louis B. Lynn, Ph.D.	12,586		12,586	*
Easter A. Maynard	25,260		25,260	*
Charles A. Patton	69,124 <sup>(5)</sup>		69,124	*
Nido R. Qubein	54,291 <sup>(6)</sup>		54,291	*
William J. Reuter	45,023		45,023	*
Tollie W. Rich, Jr.	127,368 <sup>(7)</sup>		127,368	*
Christine Sears	17,025		17,025	*
Thomas E. Skains	26,511 <sup>(8)</sup>	7,506	34,017	*
Thomas N. Thompson	562,802 <sup>(9)</sup>		562,802	*
Daryl N. Bible	143,506	123,712	267,218	*
Barbara F. Duck	113,851	91,164	205,015	*
Donna C. Goodrich	55,114 <sup>(10)</sup>	114,965	170,079	*
Christopher L. Henson	198,159 <sup>(11)</sup>	141,454	339,613	*
Clarke R. Starnes III	132,142	101,083	233,225	*
<b>Directors and Executive Officers as a group (27 persons)</b>	2,394,601 <sup>(12)</sup>	1,336,046	3,730,647	*

***Beneficial Owners Holding More Than 5%***

BlackRock, Inc.<sup>(13)</sup>

55 East 52<sup>nd</sup> Street

New York, NY 10022	53,579,497	53,579,497	7.00%
The Vanguard Group, Inc. <sup>(14)</sup>			

100 Vanguard Blvd.

Malvern, PA 19355	60,538,869	60,538,869	7.85%
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## Stock Ownership Information

\* Less than 1%.

- (1) As reported to BB&T by the directors and executive officers, and includes shares held by spouses, minor children, Individual Retirement Accounts (IRAs), affiliated companies, partnerships and trusts as to which each such person has beneficial ownership. With respect to executive officers, also includes shares allocated to such persons' individual accounts under the BB&T Corporation 401(k) Savings Plan and the BB&T Corporation Non-Qualified Defined Contribution Plan. With respect to shares pledged, our Corporate Governance Guidelines limit pledging activity so that share pledges by directors and members of Executive Management are limited to those shares in excess of each individual's shares ownership requirement (share pledges which existed prior to December 1, 2013 are exempt from this requirement).
- (2) Amount includes options to acquire shares of BB&T common stock that are or become exercisable within sixty days of February 20, 2019 and RSUs that will vest within sixty days of that date.
- (3) Amount includes common shares, options to acquire shares of BB&T Common Stock that are or become exercisable within sixty days of February 20, 2019 and RSUs that will vest within sixty days of that date.
- (4) Amount includes 62,919 shares held by spouse with sole investment and voting powers.
- (5) As of the record date, this amount includes 19,658 shares pledged as security. As of February 25, 2019, Director Patton no longer has shares pledged as security.
- (6) Amount includes 8,641 shares held by spouse with sole investment and voting powers and 3,248 shares held by spouse, as custodian, for child with sole investment and voting powers.
- (7) Amount includes 6,365 shares held by spouse and 56,511 shares held by spouse's trust for which Mr. Rich, as co-trustee, shares investment and voting powers. Amount also includes 2,548 shares held by his mother with sole investment and voting powers.
- (8) Amount includes 24,011 shares jointly owned with spouse with shared investment and voting powers. Amount also includes 2,500 shares held in an IRA.
- (9) Amount includes 3,814 shares held by his son. Amount also includes 199,938 shares pledged as security.
- (10) Amount includes 4,634 shares held by spouse with sole investment and voting powers.
- (11) Amount includes 1,303 shares held as custodian for minor children.
- (12) Amount includes an aggregate of 234,507 shares pledged as security. All shares pledged as security by our directors and NEOs are pledged in compliance with the limitations on pledging, and applicable exclusions, found in our Corporate Governance Guidelines. See our discussion of pledging restrictions under Pledging/Hedging of Shares.
- (13) Based upon information contained in the Schedule 13G/A filed by BlackRock, Inc. (BlackRock) with the SEC on February 4, 2019 BlackRock beneficially owned 53,579,497 shares of common stock as of December 31, 2018, with sole voting power over 46,334,806 shares, shared voting power over no shares, sole dispositive power over 53,579,497 shares and shared dispositive power over no shares.
- (14) Based upon information contained in the Schedule 13G/A filed by The Vanguard Group, Inc. (Vanguard) with the SEC on February 11, 2019, Vanguard beneficially owned 60,538,869 shares of common stock as of December 31, 2018, with sole voting power over 896,982 shares, shared voting power over 199,149 shares, sole dispositive power over 59,455,096 shares and shared dispositive power over 1,083,773 shares.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Under the federal securities laws, our directors and executive officers subject to Section 16 ( Section 16 ) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), are required to report their beneficial ownership of BB&T stock and any changes in that ownership to the SEC. Specific deadlines for such reporting have been established by the SEC. Based solely on a review of copies of such reports, and written representations from each reporting person that no other reports are required, we believe that for 2018 all reporting persons filed the required reports on a timely basis under Section 16, except that Charles A. Patton inadvertently filed one late Form 4 with respect to one transaction in connection with a trust in which he has beneficial ownership.

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## Related Person Transactions

**RELATED PERSON TRANSACTIONS**

Pursuant to our Related Person Transactions Policy, it is our policy to approve or ratify related person transactions only when the Board, acting through the Nominating and Corporate Governance Committee, determines that the related person transaction in question is consistent with the best interests of BB&T and its shareholders.

The term related person transaction, under the Policy, generally means a transaction where the amount involved exceeds \$120,000 and in which a related person has a direct or indirect material interest. A related person under the Policy generally means (a) a director, director nominee or executive officer of BB&T; (b) a person who is known to be the beneficial owner of more than five percent of any class of our common stock; and (c) any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the director, executive officer, nominee, or more than five percent beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee, or more than five percent beneficial owner. The transactions described under this caption are related person transactions and have been approved and ratified in accordance with our Policy.

To help the Board assess whether a material relationship exists for both independence and related person transactions purposes, our Board adopted guidance with regards to charitable contributions. Under this guidance, a related person who serves as an executive officer, director or trustee of a charitable or non-profit organization that receives a contribution from BB&T will not be deemed to have a direct or indirect material interest in the transaction if:

Within the past three years, the aggregate amount of all such contributions during any single fiscal year of the charitable or non-profit organization did not exceed the greater of \$1 million or 2% of the charitable or non-profit organization's consolidated gross revenues for that fiscal year; and

The charitable or non-profit organization is not a family foundation created by the related person or an immediate family member of the related person.

A number of our directors, members of Executive Management, including our NEOs, and their affiliates are customers of our bank subsidiary. All extensions of credit made to them are made in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender, and do not involve more than the normal risk of collectability or present other features unfavorable to the lender. Other than as described below, since January 1, 2018, there have been no related party transactions that were required either to be approved or ratified under our related party transaction guidelines or reported under the SEC's related party transaction rules.

Donna Goodrich is a member of our Executive Management. Her spouse, Carlos Goodrich, and son-in-law, Christian Corts, are both employed at Branch Bank. For the 2018 fiscal year, Mr. Goodrich's and Mr. Cort's total compensation was approximately \$366,000 and \$437,000, respectively. These compensation arrangements are consistent with those

made available to associates of Branch Bank with similar years of experience and positions within the company. Messrs. Goodrich and Corts each also participate in company benefit plans available to all other associates in similar positions.

Dr. Qubein has executed a separate consulting agreement with us to provide business development consulting services for a period of ten years following his retirement from our Board. He will receive a sum equal to the annual retainer paid to our directors in effect at the time he begins such service. During the time he serves as our consultant, he has agreed not to serve as a director of, or an adviser to, a competing business.

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Voting and Other Information

**VOTING AND OTHER INFORMATION**

**Record Date and Shares Entitled to Vote at the Meeting**

Pursuant to the provisions of the North Carolina Business Corporation Act, February 20, 2019 has been fixed as the record date for the determination of holders of BB&T common stock entitled to notice of and to vote at the annual meeting.

Each share of our common stock issued and outstanding on the record date is entitled to one vote on each proposal at the meeting. Shares held in a fiduciary capacity by Branch Bank and certain other of our affiliates may only be voted in accordance with the instruments creating the fiduciary capacity. As of the close of business on February 20, 2019, there were 763,829,074 shares of our common stock outstanding and entitled to vote.

**Quorum Requirements**

In order to obtain a quorum to conduct the annual meeting, a majority of shares of our common stock outstanding at the record date must be present in person or by proxy. Shareholders who deliver valid proxies or attend in person at the meeting will be considered part of the quorum. Once a share is represented for any purpose at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjourned meeting. Abstentions and broker non-votes (explained below) are counted as present and entitled to vote for purposes of determining a quorum.

**Voting Procedures**

To be valid, your vote must be received by the deadline specified on the proxy card or voting instruction form. Shareholders can vote using one of the following four methods:

***Internet:***

Go to [www.envisionreports.com/BBT](http://www.envisionreports.com/BBT) and follow the instructions on the website. (record holders)

***Mail:***

You may vote by signing, dating and mailing the enclosed proxy card (record holders)

Go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions on the website. (beneficial owners) You may vote by signing, dating and mailing the voting instruction form you received (beneficial owners)

**Telephone:**

Call toll-free 1-800-652-VOTE (8683), and follow the instructions on the proxy card. (record holders)

**In person:**

Shareholders may vote in person at the annual meeting by filling out a ballot

Call toll-free 1-800-454-VOTE (8683), and follow the instructions on your voting instruction form. (beneficial owners)

We encourage you to vote via the Internet or by telephone. Voting in this manner will result in cost savings for us. *If you vote via the Internet or by telephone, please do not return your proxy card.* Shareholders who vote via the Internet may incur costs, such as telephone and Internet access charges, for which the shareholder is responsible. The Internet and telephone voting facilities for eligible shareholders of record will close at 11:59 p.m., EDT, on Monday, April 29, 2019. If you have questions or need assistance in voting your shares, please call our proxy solicitors, Georgeson LLC at (888) 613-3524 (toll free).

Shareholders who hold shares in street name, or beneficial owners that hold shares through a broker, bank or other nominee, should instruct their nominee to vote their shares by following the instructions provided by the nominee.

A proxy that is properly signed and dated, but which does not contain voting instructions, will be voted in accordance with our Board's recommendations for each proposal. Three of our executives, Kelly S. King, Christopher L. Henson and Robert J. Johnson, Jr., have been designated as the proxies to cast the votes of our shareholders at the annual meeting.

*Your vote as a shareholder is important. Please vote as soon as possible to ensure that your vote is recorded.*

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### Voting and Other Information

#### **Votes Required, Non-Votes, Abstentions, and Revocations**

Approval of each proposal other than the election of directors requires a majority of votes cast voting for the proposal. For the election of directors, each director must receive a majority of votes cast in order to be elected.

A broker or other nominee may generally vote your shares without instruction on routine matters but not on non-routine matters. A broker non-vote occurs when your broker submits a proxy for your shares but does not indicate a vote for a particular non-routine proposal (Proposals 1 and 3) because your broker does not have authority to vote on that proposal and has not received specific voting instructions from you. Broker non-votes, as well as abstentions, are not counted as votes cast for or against any of the proposals, and therefore will not affect the outcome of the vote. Holders of our common stock do not have cumulative voting rights in the election of directors.

The proxy may be revoked by a shareholder at any time before it is exercised by filing with the Secretary of BB&T an instrument revoking it, filing a duly executed proxy bearing a later date (including a proxy given over the Internet or by telephone), or by attending the meeting and electing to vote in person. *Even if you plan to attend the annual meeting, you are encouraged to vote your shares by proxy.*

#### **Delivering Proxy Materials**

We deliver proxy materials primarily through the Internet, in accordance with SEC rules. In addition to reducing the amount of paper used in producing these materials, this method lowers the costs associated with mailing the proxy materials to shareholders. Shareholders who own BB&T common shares directly and not through a bank, broker or intermediary ( record holders ), will have proxy materials or the Notice of Internet Availability of Proxy Materials delivered directly to their mailing address or electronically if they have previously consented to that delivery method. Shareholders whose shares are held for them by banks, brokerages or other intermediaries ( beneficial holders ), will have the proxy materials or the Notice of Internet Availability of Proxy Materials forwarded to them by the intermediary that holds the shares.

If you received only a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials unless you request a copy by following the instructions on the notice. The Notice of Internet Availability of Proxy Materials also contains instructions for accessing and reviewing the proxy materials over the Internet and provides directions for submitting your vote over the Internet.

To reduce the expenses of delivering duplicate proxy materials to shareholders, we rely on SEC rules that permit us to deliver only one set of applicable proxy materials to multiple shareholders who share an address, unless we receive contrary instructions from any shareholder at that address. All shareholders sharing an address will continue to receive separate proxy cards based on their registered ownership of BB&T common stock. Any shareholder sharing such an address who does not receive an individual proxy statement, our 2018 Annual Report and our Annual Report on Form 10-K, may write or call BB&T's transfer agent as specified below and we will promptly deliver the materials at no cost. For future meetings, a registered shareholder may request separate copies of our proxy materials or request that we only send one set of these materials if the shareholder is receiving multiple copies, by telephoning our transfer agent at 1-800-213-4314, or writing the transfer agent at: Computershare Trust Company N.A., P.O. Box 505005,

Louisville, KY 40233-5005. If your shares are held in street name, you may contact Broadridge Investor Communication Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, NY 11717 or by calling 1-866-540-7095.

*A shareholder may obtain a copy of our 2018 Annual Report and our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (including the financial statements and financial statement schedules), without charge by contacting Computershare at the address above, or their bank, broker or other nominee.*

### **Proxy Costs**

All expenses incurred in this solicitation will be paid by BB&T. In addition to soliciting proxies by mail, over the Internet and by telephone, our directors, officers and associates, may solicit proxies on behalf of BB&T without additional compensation. We have engaged Georgeson LLC, to act as our proxy solicitor and have agreed to pay it approximately \$20,000 plus reasonable expenses for such services. Banks, brokerage houses and other institutions, nominees and fiduciaries are requested to forward the proxy materials to beneficial holders and to obtain authorization for the execution of proxies. Upon request, we will reimburse these parties for their reasonable expenses in forwarding proxy materials to beneficial holders.



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## Voting and Other Information

**Proposals for the 2020 Annual Meeting of Shareholders**

***Shareholder proposals for inclusion in our proxy statement.*** Under SEC Rule 14a-8, a shareholder desiring to make a proposal to be included in the proxy statement for the 2020 Annual Meeting of Shareholders must present such proposal to the following address: Secretary, BB&T Corporation, 200 West Second Street, Winston-Salem, North Carolina 27101. Proposals must be received no later than the close of business on November 20, 2019, and must comply with SEC Rule 14a-8 in order for the proposal to be considered for inclusion in the Corporation's proxy statement.

***Director nominations for inclusion in our proxy statement (Proxy Access).*** As set forth in our bylaws, a shareholder or group of up to 20 shareholders that has held at least 3% of our company's stock for at least three years is able to submit director nominees for up to 25% of the Board (at least two directors) for inclusion in our proxy statement if the shareowner(s) and nominee(s) satisfy the requirements specified in our bylaws and notice is received between 150 and 120 days before the anniversary of the date the proxy statement for the prior year's annual meeting was released to shareholders. In order for a nominee to be considered for inclusion in our proxy statement for the 2020 Annual Meeting of Shareholders, a shareholder must deliver timely notice in writing to the Secretary (at the address above) no earlier than October 21, 2019, and no later than November 20, 2019. The notice must contain the specific information required by Article II, Section 14 of our bylaws.

***Shareholder proposals and director nominations Generally.*** Under our bylaws, for business to be properly brought before an annual meeting by a shareholder a shareholder must deliver timely notice in writing to our Secretary (at the address above) at least 120 days, but no more than 150 days (no earlier than October 21, 2019 and no later than November 20, 2019), in advance of the first anniversary of the notice date of our proxy statement for the preceding year's annual meeting. The notice must contain the notice and informational requirements described under Article II, Section 10 of the bylaws and applicable SEC proxy rules. The chairman of the meeting may refuse to acknowledge or introduce any shareholder proposal or nomination if notice thereof is not received within the applicable deadlines or does not comply with the bylaws.

**Other Business**

As of the date of this proxy statement, the Board does not know of any other matter to be presented for consideration at the 2019 Annual Meeting of Shareholders other than the items referred to in this proxy statement. In the event that any other matter requiring a vote of the shareholders is properly brought before the meeting for shareholder action, it is the intention of the persons named in the accompanying proxy to vote such proxy in accordance with their best judgment.

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## Annex A Non-GAAP Financial Measures

**ANNEX A NON-GAAP FINANCIAL MEASURES**

As previously described, for the purposes of certifying BB&T's performance under BB&T's compensation plans, the Compensation Committee typically makes adjustments to BB&T's GAAP results to ensure that the participants are compensated for BB&T's core performance. For 2018, the Compensation Committee made adjustments to BB&T's GAAP net income, as set forth in the tables below ( Adjusted Net Income ). Typically, the Compensation Committee adjusts BB&T's GAAP net income for gains or losses on sales of businesses, merger-related and restructuring charges and similar non-core performance items, on a pre-tax basis, provided the adjustment is not solely a tax-related item. These adjustments are made so that participants are compensated for BB&T's core performance and are neither penalized nor rewarded for non-core charges, unusual gains, or similar non-core events. Executive Management also uses these financial measures in evaluating BB&T's financial performance. To the extent practicable, the Compensation Committee also makes similar adjustments to the reported performance of peer group members for awards that measure BB&T's performance relative to the peer group.

The adjustments for 2018 impact the Annual Incentive Award's performance metrics, earnings per share and return on assets, and the three-year average ROCE for LTIP purposes. BB&T derives each of these non-GAAP performance metrics from its Adjusted Net Income, which is a non-GAAP financial measure, and accordingly, each of these adjusted financial measures is determined by methods other than in accordance with GAAP.

The adjusted earnings per share and return on assets measures are each calculated in the same manner as their GAAP counterparts, except that Adjusted Net Income for the applicable performance metric is substituted for its GAAP counterpart in each calculation. Please refer to the adjustments table and accompanying narratives for additional detail on the ROCE calculations and GAAP reconciliation.

**2018 ADJUSTED NET INCOME FOR ANNUAL INCENTIVE AWARD**

	Return on Assets Measure	Earnings per Share Measure
	(\$ in millions)	
2018 GAAP Net Income <sup>(1)</sup>	3,257	
2018 GAAP Net Income Available to Common Shareholders <sup>(1)</sup>		3,063

Compensation Committee Approved Adjustments		
Impact of tax reform related actions:		
Tax impact of revaluing deferred income taxes	(8)	(8)
Gain on sale of business	(14)	(14)
Merger-related and restructuring charges, net	146	146
Adjustments Subtotal	124	124
Tax Effect of Adjustments <sup>(2)</sup>	(31)	(31)
<b>Adjusted Net Income/Net Income Available to Common Shareholders</b>	<b>3,350</b>	<b>3,156</b>

- (1) The Compensation Committee uses GAAP net income available to common shareholders to calculate earnings per share performance as this reflects income attributable to each share of common stock. The Compensation Committee uses GAAP net income for return on assets performance because the return on assets metric measures relative peer group performance.
- (2) GAAP net income includes the effect of applicable taxes. The Compensation Committee's approved adjustments are pre-tax items, provided the adjustment is not solely a tax-related item. Accordingly, the tax effect of the adjustments, excluding the tax impact of revaluation of deferred income taxes, has been deducted to accurately reflect the impact of the adjustments on net income.

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## Annex A Non-GAAP Financial Measures

**2018 ANNUAL INCENTIVE AWARD PERFORMANCE METRICS**

Performance Metrics	GAAP Performance Metric	Performance Metric Calculated Using Adjusted Net Income Available to Common Shareholders and Adjusted Net Income
Earnings per share <sup>(1)</sup>	\$3.91	\$4.03
Return on assets <sup>(2)</sup>	1.47%	1.51%

(1) Earnings per share calculated using weighted average number of diluted common shares.

(2) Return on assets calculated using daily average total assets.

BB&T's 2016-2018 LTIP award references BB&T's three-year ROCE performance. BB&T derives this non-GAAP performance metric from its GAAP net income available to common shareholders for each year of the performance period. The adjustments include the items detailed in the table below.

**LTIP ADJUSTMENTS**

	Return on Common Equity Measure		
	(\$ in millions)		
	2018	2017	2016
GAAP Net Income Available to Common Shareholders <sup>(1)</sup>	\$3,063	\$2,220	\$2,259
Compensation Committee Approved Adjustments			
Impact of tax reform related actions:			
Tax impact of revaluing deferred income taxes and affordable housing investments	(8)	(43)	
Contribution to Donor Advised Fund		100	
One-time bonus for associates		36	
Gain on sale of business	(14)		
Merger-related and restructuring charges, net	146	115	171

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Adjustments Subtotal	124	208	171
Tax Effect of Adjustments <sup>(2)</sup>	(31)	(94)	(63)
Adjusted Net Income Available to Common Shareholders	\$3,156	\$2,334	\$2,367
GAAP Average Shareholders Equity	29,743	\$30,001	\$29,355
Preferred stock	(3,053)	(3,053)	(2,969)
Noncontrolling interest	(50)	(41)	(37)
Average common Shareholders Equity	\$26,640	\$26,907	\$26,349
GAAP ROCE	11.50%	8.25%	8.57%
GAAP 3-year average ROCE	9.44%		
Adjusted ROCE	11.85%	8.67%	8.98%
<b>Adjusted 3-year average ROCE</b>			
	9.83%		

- (1) The Compensation Committee uses GAAP net income available to common shareholders to calculate return on common equity performance as this reflects income attributable to common equity.
- (2) GAAP net income includes the effect of applicable taxes. The Compensation Committee's approved adjustments are pre-tax items, provided the adjustment is not solely a tax-related item. Accordingly, the tax effect of the adjustments, excluding the tax impact of revaluation of deferred income taxes and affordable housing investments, has been deducted to accurately reflect the impact of the adjustments on net income.

These disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

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**ATTENDING THE ANNUAL MEETING**

**Date and Time** 11:00 a.m. Eastern Daylight Time Tuesday, April 30, 2019

**Location** Hibernian Hall  
105 Meeting Street  
Charleston, SC 29401

**Who May Attend** Record holders: Shareholders who own shares of BB&T common stock directly and not through a bank, broker or intermediary.

Beneficial holders: Shareholders whose shares of BB&T common stock are held for them by banks, brokers or other intermediaries.

Authorized representatives of entities who are beneficial holders of BB&T common stock.

**Required Documentation** In addition to a valid photo ID, the following materials must be presented in order to be admitted to the annual meeting:

Record holders: The top portion of your proxy card, which will serve as an admission ticket.

Beneficial holders: Evidence of your ownership, which may include: (1) a notice regarding the availability of proxy materials, (2) the top portion of a voting instruction form, or (3) a recent proxy or letter from the bank, broker or other intermediary that holds the beneficial holders' shares and that confirms the beneficial holders' ownership of those shares.

Authorized representatives of beneficial holders: A letter from the record holder certifying the beneficial ownership of the entity they represent and a

letter from the beneficial holder certifying as to their status as an authorized representative.

**Prohibited Items**

The use of cameras (including cellular phones with photographic and/or video recording capabilities), recording devices, other electronic devices, or cellular phones is strictly prohibited.

Knives, firearms, any item that could be used as a weapon and any other device or instrument that may be potentially disruptive are strictly prohibited.

**Admissions**

BB&T representatives will be at the entrance to the annual meeting and these representatives will have the authority, on BB&T's behalf, to determine whether the admission policy and procedures are being followed and whether you will be granted admission to the annual meeting.

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