



**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

Multiple horizontal lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attachment.

Multiple horizontal lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Multiple horizontal lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  
 Signature ▶ *Terry Vacheron* Date ▶ *1/13/2020*  
 Print your name ▶ Terry Vacheron Title ▶ Corporate Tax Director

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

TRUIST FINANCIAL CORPORATION  
(F/K/A BB&T CORPORATION AND SUCCESSOR TO SUNTRUST BANKS, INC.)  
EIN: 56-0939887  
ATTACHMENT TO FORM 8937

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The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger (as defined below). The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. SunTrust shareholders are encouraged to consult their independent tax advisors regarding the particular consequences of the Merger to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should carefully read the joint proxy statement/prospectus (the “Proxy Statement”), dated June 19, 2019, and filed with the Securities and Exchange Commission, noting especially the discussion under the heading “MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER.” The information provided herein is subject to such discussion in all respects. The Proxy Statement may be accessed at [www.sec.gov](http://www.sec.gov).

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**Part II, Item 14**

On December 6, 2019, pursuant to the terms and conditions of the Agreement and Plan of Merger dated as of February 7, 2019, and amended as of June 14, 2019 (the “Agreement”), by and between SunTrust Banks, Inc., a Georgia corporation (“SunTrust”), and BB&T Corporation, a North Carolina corporation (“BB&T”), SunTrust merged with and into BB&T, with BB&T surviving (the “Merger”). Also in connection with the Merger, BB&T changed its name from “BB&T Corporation” to “Truist Financial Corporation” and changed its ticker symbol to “TFC”.

As a result of the Merger, each share of Perpetual Preferred Stock, Series H, no par value of SunTrust issued and outstanding immediately prior to the effective time of the Merger, other than dissenting shares (“SunTrust Series H Preferred Stock”) was converted into the right to receive one share of a newly created series of preferred stock of BB&T having substantially the same terms (taking into account that SunTrust will not be the surviving entity in the Merger) as the SunTrust Series H Preferred Stock (all shares of such newly created series, collectively, the “BB&T Series M Preferred Stock”) pursuant to the terms of the Agreement.

In addition, at the effective time of the Merger, each outstanding SunTrust depositary share representing a 1/100th interest in a share of SunTrust Series H Preferred Stock (other than in respect of dissenting shares of such stock) was converted into a BB&T depositary share representing a 1/100th interest in a share of BB&T Series M Preferred Stock.

**Part II, Item 15**

The Merger was intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). Assuming the Merger qualifies as a “reorganization” within the meaning of Section 368(a) of the Code, the aggregate tax basis of the shares of BB&T Series M Preferred Stock received pursuant to the Merger will be the same as the aggregate tax basis of the shares of SunTrust Series H Preferred Stock surrendered in exchange therefor, and the holding period of the BB&T Series M Preferred Stock received pursuant to Merger will include the holding period of the shares of SunTrust Series H Preferred Stock surrendered in exchange therefor.

**Part II, Item 16**

Please see Part II, Item 15 above for a general description of a shareholder’s basis calculation.

**Part II, Item 17**

Tax consequences to surrendering shareholders of SunTrust Series H Preferred Stock are determined under Sections 354, 356, and 358 of the Code.

**Part II, Item 18**

If the Merger qualifies as a “reorganization” within the meaning of Section 368(a) of the Code, SunTrust shareholders generally will not recognize any loss as a result of having received BB&T Series M Preferred Stock pursuant to the Merger.

**Part II, Item 19**

Any adjustment to the tax basis of securities resulting from the Merger is reportable in the tax year that includes December 6, 2019. For calendar year taxpayers, the reportable tax year is 2019.