

The BB&T logo is a red square with the letters 'BB&T' in white, serif font.

BB&T

All we see
is you



ANNUAL REPORT 2018

Our Vision

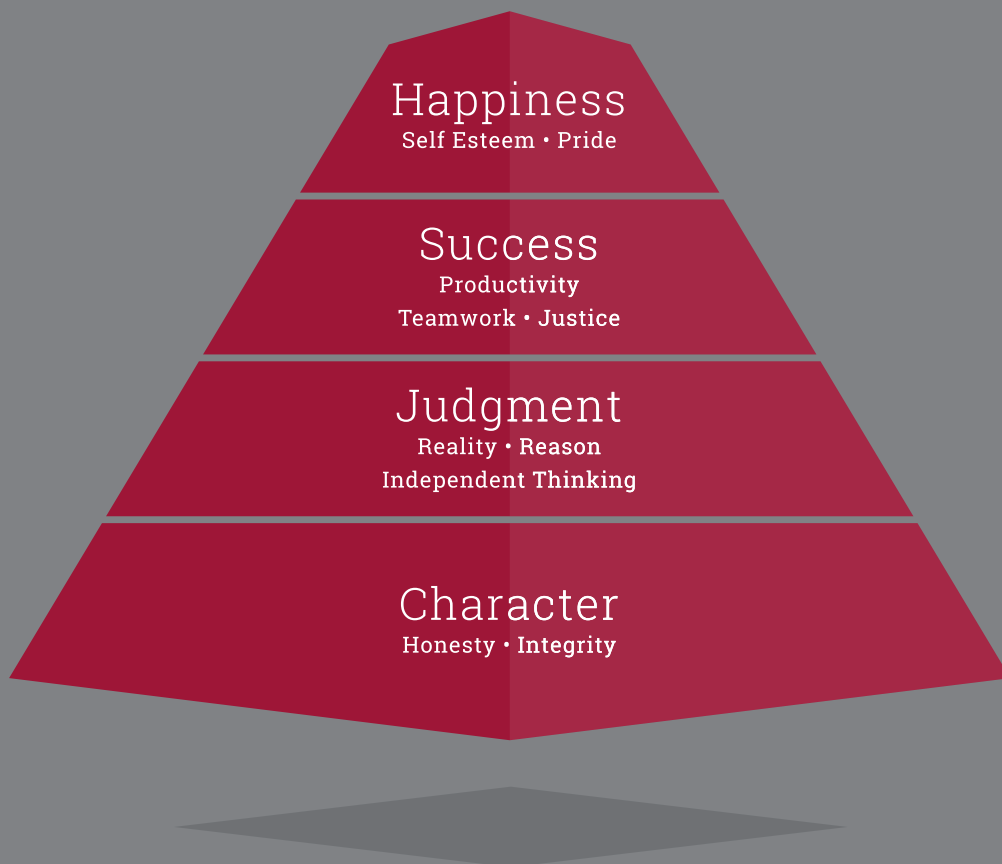
To create the best financial institution possible — “The Best of the Best.”

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.

Our Values





A Merger of Equals

Our merger of equals with SunTrust will create the nation's premier financial institution. This powerful combination will be the sixth-largest U.S. commercial bank, serving more than 10 million clients in many of the nation's fastest-growing markets.

Both companies have strong purpose-driven cultures. Our diverse and comprehensive mix of businesses will have leading market shares in traditional banking, insurance brokerage and capital markets. Our risk management will be as rigorous as ever. Our capital and liquidity positions will be strong.

More than a combination of two strong companies with a combined 275 years of proud history, the BB&T merger of equals with SunTrust will build a new and different bank – a true transformation. The substantial cost savings and opportunities for growth will fuel our investment in the technology and innovation that clients expect and demand.

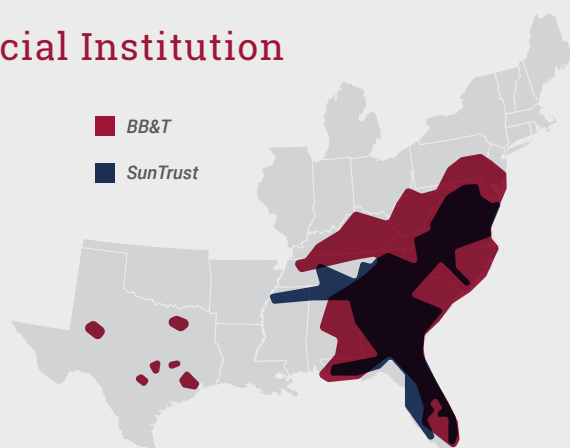
Ours is a true merger of equals. We will build on the best of both institutions' talent, technology and processes. The new executive management team and board will be evenly divided between leaders from the two legacy banks. A new name will be chosen later this year. We will locate our corporate headquarters and a new innovation and technology center in Charlotte, North Carolina, while still supporting our hometowns of Winston-Salem, North Carolina, and Atlanta, Georgia, with significant operations and increased investment.

We share similar missions that will guide us as we embrace – and lead – this new banking world. By lighting the way to financial well-being – SunTrust's underlying purpose – we also achieve BB&T's long-standing mission of making the world a better place to live.

The Premier Financial Institution

Market Value (\$BN)	\$76⁽¹⁾	6th largest U.S. bank
Assets	\$442	6th largest U.S. bank
Loans	\$301	5th largest U.S. bank
Deposits	\$324	6th largest U.S. bank
# of Households (MM)	~10	Fastest growing footprint among peers⁽²⁾

(1) Includes value of net cost savings (\$1.6BN net pre-tax, 24 percent tax rate) at 11.5x and \$2.0BN pre-tax one-time restructuring charge. (2) Based on weighted average footprint population and GDP growth.



Leading Market Position Across Diverse Set of Businesses

#2 weighted average deposit rank in Top 20 MSAs

#1 regional bank-owned investment bank

#2 regional bank mortgage originator and servicer

#5 global insurance broker



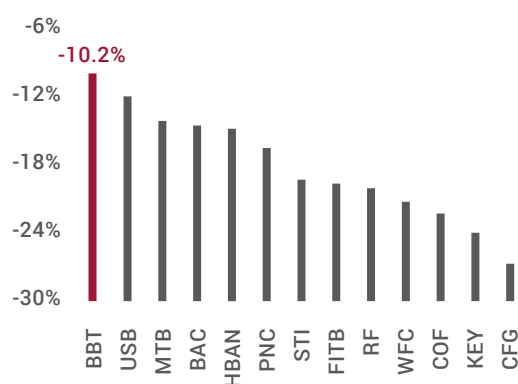
To Our Shareholders //

In 2018, BB&T achieved strong results, including the best stock performance in our peer group, by adhering to our long-held values, while simultaneously making fundamental changes in the way we deliver products and services.

As we began 2019, we seized an opportunity to accelerate our transformation through a new bank that meets our clients' demand for real-time service. Our merger of equals with SunTrust, expected to close late in the third or fourth quarter, recognizes that our clients' definition of quality is rapidly changing. Quality today must combine touch (personal service) with technology and produce trust. The combination with SunTrust will allow us to invest more substantially in technology, enhancing our already outstanding levels of trust and confidence with clients – a winning proposition for the future.

Amid all the changes, we are not wavering from what differentiates BB&T: a culture committed to our vision, mission and values. SunTrust's culture is closely aligned with ours.

Total Shareholder Return vs. Peers (For the year ended Dec. 31, 2018)



Source: S&P Global and company reports

Bold action is needed. Since 1995, 15 of the largest 25 banks in market capitalization no longer exist because they failed to change, or changed too slowly. During this same time period, BB&T has moved from 36th to ninth. Even as we move to sixth-largest with the SunTrust merger of equals, we cannot be complacent.

More clients than ever bank by mobile and other digital devices. To meet their needs, every quarter we add capabilities to BB&T's U digital banking platform. Recent additions include credit card controls and a personal financial management tool for wealth clients. Independent surveys indicate our mobile banking app matches or outperforms apps from the nation's largest banks. Adding SunTrust's digital leadership will be another huge step forward.

New forms of banking require new safeguards. In 2018, we further fortified our cyber defenses and invested in a digital technology company to develop new monitoring tools. Banks that advance technology in client-facing and back-office areas will win in this new era.

To fund these changes, we are boosting efficiency. In the last three years, we have reduced our number of branches by 20 percent, the square footage of other offices by 15 percent and our electricity usage by 20 percent. We are increasing efficiency throughout BB&T with initiatives ranging from reinventing our lending process to realigning our management. With SunTrust, we will surpass all of our peers in a key efficiency measure.

Moving forward, we are guided by several key principles:

We are changing the conversation with our clients. Rather than simply selling products and services, we first engage with clients to develop a deep understanding of their needs and goals. The client is at the center of everything we do. Our new Financial Insights platform performs customized analysis, assisting business clients who often lack in-house financial expertise. Our Voice of the Client platform provides near real-time feedback.

We are streamlining and simplifying delivery of our products and services. Digitization is part of everything we do. Nearly half of our new accounts and a quarter of our mortgage applications are secured digitally. We have stepped up our social media presence to connect with BB&T's new clients, who have a median age of 34.

We are further diversifying our operations. BB&T is diversified among our retail community banking markets in the Southeast, Mid-Atlantic and Texas – a 15-state banking franchise that has grown faster than most of our peers over the past three years.

With SunTrust, we'll have a top-three market share in eight of our states, and our combined 17-state footprint, and Washington D.C., is projected to grow faster than any of our peers. BB&T's national businesses, such as insurance and corporate banking, provide further diversification. Our 2018 acquisition of Regions Insurance Group increased the revenue contribution of our insurance holdings to nearly \$2 billion. We added corporate bankers in Chicago, Denver, Houston and San Francisco. SunTrust's capital markets capability, focused on large corporate clients, ideally complements BB&T's strength with mid-sized and smaller businesses.

We are executing our strategies efficiently. It's more important than ever to deliver products and services quickly. In 2018, we named business information officers for each line of business to bring new technology to market faster. Process improvements allowed us, for example, to shorten the time to make an equipment loan from 28 days to three days.

We are leveraging our time-tested leadership training. On our new BB&T Leadership Institute campus, opened in 2018, we are sharing our proven methods to create effective leaders with clients and educators. Our focus on helping client executives lead more effectively differentiates BB&T from all other banks. We offer training at no cost to school principals because their leadership is crucial to strengthen public education.

We are rewarding our shareholders. BB&T's total shareholder return was first in our peer group in 2018 in a challenging year for the markets, with greater profitability and lower volatility over the long term. We again increased our dividend in 2018, and expect our merger of equals with SunTrust will further enhance returns.

While our strategies outline *how* we are responding to the new demands we are facing, our mission provides the *why*. Strategies change; our why does not. We never lose sight of our mission of making the world a better place to live. One way we stay focused is by constantly talking with our associates about honesty, happiness and our other core values. We also stress the importance of the Power of One – seeing every day and every interaction as opportunities to make a difference. We strive to treat each person with dignity and respect, whether they are clients, associates or people helped through BB&T's Lighthouse Project community service initiative. I am most excited about joining with SunTrust because their mission of lighting the way to financial well-being is in sync with ours.

I hope you will reflect on the power and purpose of our mission as you read this report, which highlights the many ways we serve our clients, associates, communities and shareholders.

“BB&T must
disrupt itself
to continue
to thrive.”

KELLY S. KING
CHAIRMAN AND CEO

Focused on Clients: We work every day to help clients attain financial security and build successful businesses.



Raising the Roof

The day Nathaniel Ferrell would own a home was closer than he thought, thanks to BB&T's first-time homebuying process.

Owning a home in Nathaniel Ferrell's community of West Louisville, Kentucky, is uncommon, but he wanted his own place. "I never really knew what it took," said Ferrell, who works for the Metropolitan Sewer District in Louisville.

But Victor Sandusky, cluster market leader at BB&T, believed Ferrell's dream was within reach. When Ferrell was a kid, he'd come to the bank with his dad, and that's when Sandusky met him. Sandusky helped Ferrell open his first checking and savings accounts once he was a teen.

Sandusky knew that by building credit, Ferrell could own a home. "I said, 'You're at the stage that you really ought to start thinking about this.'" They discussed strategies like making regular credit card payments.

After a year of on-time payments, Ferrell's credit score rose above 700.

In early 2017, Ferrell was looking for a rental and called Sandusky about a personal loan for furniture. Sandusky suggested Ferrell consider buying instead.

Three months later, Ferrell closed on an updated three-bedroom, two-bathroom home in West Louisville's Algonquin neighborhood.

Realizing his homeownership dream, Ferrell now passes his knowledge on to friends and family. "I learned so much," he said. "And BB&T has helped me along the way."

Financial Advisor Helps Family Thrive

When adversity struck the Carlises, their relationship with their BB&T advisor helped them pull through and thrive.

The first time Mark and Crissy Carlisle met with BB&T's Virginia Morris, they knew they'd found a trusted advisor. The couple was hoping to adopt a child, and they needed a guide who could take a big-picture approach to their financial needs.

"When we were going over various products – everything from checking to savings to insurance – I remember saying, 'Wow, she's got our best interests in mind. It's part of a bigger family plan,'" Crissy Carlisle said.

"It wasn't about the money; it was about them achieving their dream of adding to their family and accomplishing what they felt like they were led to do," Morris said.

Sitting down with the Carlises, Morris sketched out a financial plan to fund their son's adoption. Seeing it on paper, Crissy realized their goals were achievable. "It's not a future dream," Morris explained. "You can do it today."

The couple's relationship with Morris strengthened when, years later, Mark was diagnosed with a brain tumor. Morris remained by their side as a trusted financial advisor, Crissy Carlisle said. "She's worked with us to put the right plan in place so that no matter what happens with Mark, we're going to be able to withstand it."

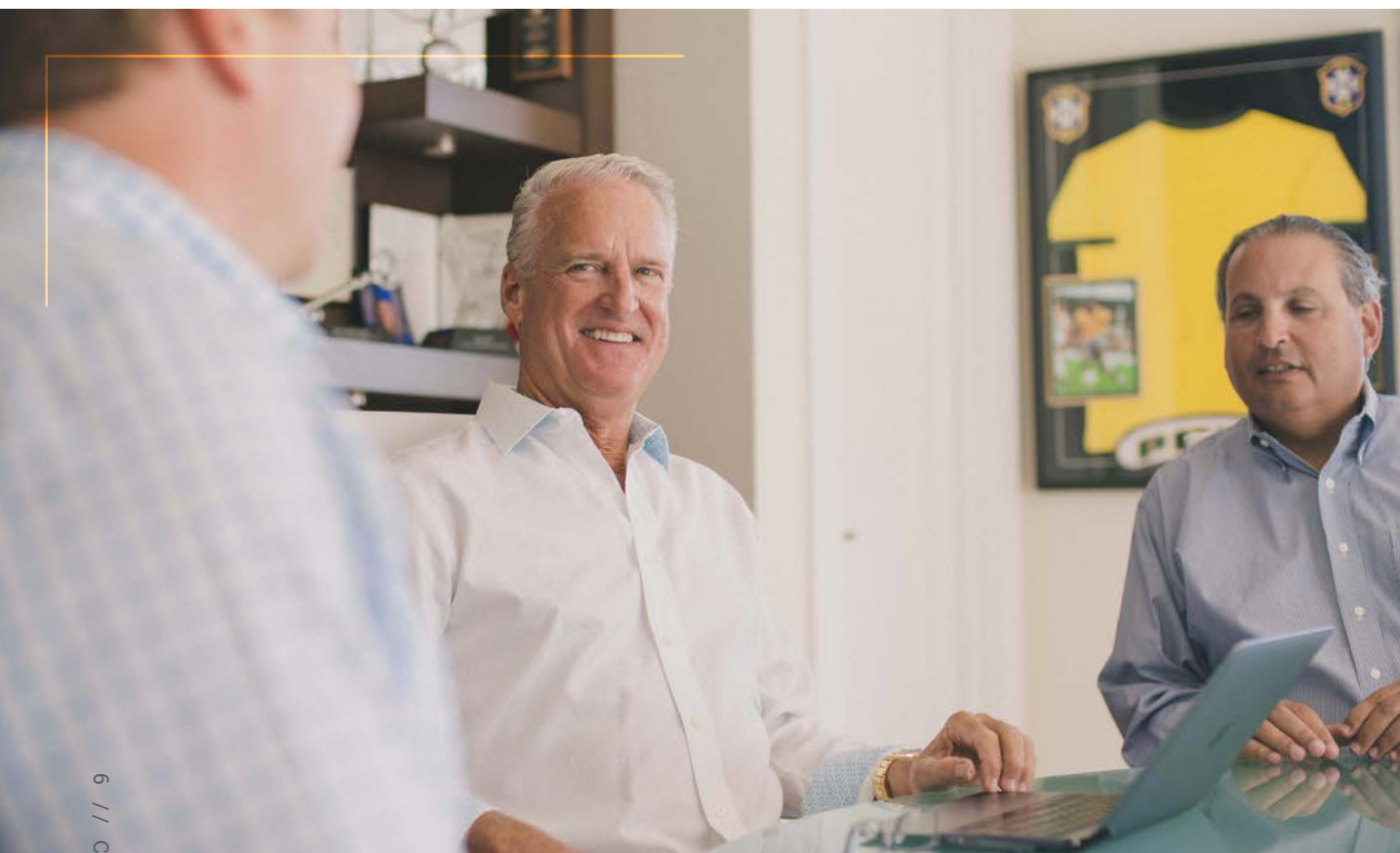
Mark Carlisle has fully recovered and has started marathon training.



DEBIT CARD FRAUD: WHEN DISASTER STRIKES

John Kinney was traveling on business when he discovered his debit card – the only card he carries – had been hit with a pair of fraudulent charges.

Kinney called his BB&T banker, Alaina Vedda, who directed him to the nearest branch. She followed up with multiple calls to the teller and Kinney to ensure he received a replacement card and got back on the road.



Powering Growth, Generating Value

Jack Cassell taps BB&T for financial resources and expert guidance to grow a company and build wealth for his family.

Serial entrepreneur Jack Cassell has turned to BB&T time and again over 30 years to help him grow businesses, invest his money and plan for the future.

Initially, Cassell said BB&T took a chance on him by offering a commercial line of credit, plus a steady stream of business advice.

"With my prior bank, I used to have to call an 800 number and I wouldn't get anybody on the line," Cassell said. "With BB&T, I didn't have to do that – I'd get somebody just like that."

After years of growth, Cassell turned to the BB&T Capital Markets team when it was time to sell his audiovisual

services company, which had expanded from three offices with 25 employees to 1,000 employees across 86 locations.

The Capital Markets team guided him through the process and "got the very best price for the company," he said.

Today, BB&T remains an integral part of Cassell's business and financial life, providing banking and Wealth Management services, and consulting with him as he explores new investments and business ideas.

"When BB&T took a chance on me, I decided at that point that BB&T is my bank forever," Cassell said. "It's been a tremendous relationship."

“There’s never been a time in my history with BB&T that I didn’t feel like I was their most important client.”

– JACK CASSELL

Wired for Growth

When the owner of Data Communications wanted to grow his small business, BB&T connected him to the resources that made it happen.

John Robertson was a successful business owner in 2011. His Charlotte, North Carolina-based Data Communications Inc. earned nearly \$1 million in annual revenues.

But Robertson wanted to build something for his family. "My sons had taken an interest in what I did," Robertson said. "How was I going to create a career path for them to enter my business?"

He needed a bank to help his company grow. "It was hard to find a banking partner who would work with us because of the organization's size," he said. "But BB&T saw past that and was eager to help."

Eric Bowers, a BB&T small business specialist, helped Data Communications obtain commercial insurance, two lines of credit, financing to employ higher-skilled technicians and a commercial real estate loan for a new building.

"I really enjoy helping a company 'grow up,'" Bowers said. "They generally don't have the resources to bring on advisory staff, so they rely on their accountant, attorney and banker for advice."

Data Communications is now a multimillion-dollar company employing 35 people in its own facility.

"I think it's really huge for a company to own its building," Robertson said. "It's a good feeling. I couldn't have done it without BB&T."

“It's allowed us to bid on projects we wouldn't have normally gone after because now we know we've got the resources to chase any size project.”

— JOHN ROBERTSON



The Right Insights for Success

BB&T helps boost a company's profits by understanding its business strategy.

Paul Hsieh, CEO of Golden Star Classic Auto Parts in Lewisville, Texas, wouldn't call his 16-year-old company an "ordinary" car parts dealer. "It's a niche," he said – one of the few U.S. distributors of classic sheet metal and trim.

The distinction may not be evident to many, but it's clear to BB&T Business Services Officer Marvin McHellen, who applies his in-depth understanding of the industry to his frequent client meetings.

"When you're able to provide little nuggets of advice, it really goes a long way," McHellen said. "I've had several times where I've sat down with clients and they'll say, 'Man, how do you know so much about my business? No other banker has ever done this much with me.'"

Hsieh echoes that sentiment. "I've never dealt with a banker who has tried to understand what I'm doing before," he said. "It's more like a partnership."

McHellen strives to add value by bringing novel ideas and suggestions to the table, an approach that's paid off.

"We've been trying to transform our product line to a high-profit-margin product," Hsieh said. "If you look at our financial statements from the last two years, our profit margin increased by a couple percent. That's huge for a wholesale business like us."

“ BB&T's Financial Insights platform is going to add a lot of value to the relationships we have – both with our clients and the communities we serve.”

– MARVIN McHELLON



Helping Neighbors In Need: BB&T associates are committed to helping communities overcome adversity and thrive.

2018 marked the 10th anniversary of our BB&T Lighthouse Project, a community service effort that empowers associates to make a difference.

Since 2009, BB&T associates have completed more than 11,000 community service projects, volunteered more than 640,000 hours and improved the quality of life of more than 16.5 million people.

9 // GROWING OUR COMMUNITIES

1 BB&T associates helped kids work through the loss of a loved one and rediscover their smiles at Camp Rainbow.

2 In April 2018, a BB&T team volunteered at Harvesters – a community food network in Missouri and Kansas – by bagging, sorting and handing out boxes of food to about 250 people in need.

3 Associates in Durham, North Carolina, partnered with Urban Ministries to prepare and serve food to more than 350 people.

4 A Clarksburg, West Virginia, Community Banking team updated a 2,500-square-foot playroom in the Alta Vista Children's Shelter, which teaches children as young as 6 life skills and behavior management.

5 A Commercial Credit team in Columbia, Maryland, updated an emergency shelter, HopeWorks, which offers a haven to victims of domestic and sexual violence, including human trafficking.

6 Associates headed to Panama City, Florida, to provide bottled water to residents after Hurricane Michael caused a county water system to fail.

READ MORE AHEAD >>



1 The Healing Power of Play

BB&T associates help kids work through the loss of a loved one and rediscover their smiles.

For children who have lost someone close to them, coping with the pain can seem almost impossible. BB&T associate Charlene Smith understands that, so when she heard about Camp Rainbow, a camp for grieving children, she knew she had to help.

"I lost my father last year, and – even as an adult – I didn't realize how hard that would be," Smith said. "It breaks your heart to think little children are losing someone close. But it's meaningful to think you could help them figure out how to move on from there."

In the summer of 2018, Camp Rainbow expanded its program, though it didn't have

enough volunteers. That's when Smith and her BB&T Lighthouse Project team stepped in.

Through various activities, the campers learned valuable lessons about dealing with loss and expressing their emotions in a healthy way – all while relearning what it is just to be a kid.

"It was truly a gift to our program to have that extra help. The BB&T workers have been awesome," said Leigh Ann Darty, director of Rainbow Kidz. "These children learned there are people in their community who care about them."

“These children learned there are people in their community who care about them.”

– LEIGH ANN DARTY

2 Feeding Community

In the service area of Harvesters – a community food network in Missouri and Kansas – more than 250,000 people face hunger. Nearly a third are children.

Every month Harvesters provides meals to over half of those people. So, when BB&T associate Emmanuel Cable looked for an opportunity to serve, the decision was simple.

In April 2018, his team volunteered at Harvesters by bagging, sorting and handing out boxes of food to about 250 people in need.

"It was so rewarding," Cable said. "A lot of the people who help are the same people being helped. It's people working together to accomplish something."

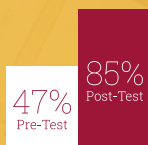


BB&T Financial Foundations

Since 2010, BB&T's financial education program has empowered more than 300,000 students to navigate modern financial life.

Pre- vs. Post-Assessment Score

On average, student assessment scores **nearly doubled**.



Financing Higher Education

Eighty-five percent increase in students who understand how to apply for financial aid to help pay for college.



Maintaining a Good Credit Score

The number of students who understand how to maintain a positive credit score **nearly doubled**.



Character at Work: Our associates are learning and growing as they serve clients and the community.

12 // ENGAGED ASSOCIATES



Mike Silva, virtual banking specialist
Four years with BB&T

As a virtual banking specialist, Silva helps clients achieve their goals, whether that's obtaining a mortgage or saving for retirement. He's known for his ability to listen, empathize and problem-solve with clients. What does he love most about the job? "The opportunity to grow," he said.

“ BB&T takes the time to understand – and truly advocates for – everyone we work with.” – MIKE SILVA

Brittany Brown, vice president of
Student Leadership Programs at
The BB&T Leadership Institute
Eight years with BB&T

Brown helps high school and college students find self awareness as part of their leadership journey. "Our programs are built on that personal experience of discovering your strengths and challenges," she said. BB&T's culture and mission were what drew Brown, exemplified by the Lighthouse Project volunteer initiative.



“ ‘All we see is you’ is in everything we do at The Leadership Institute. It’s baked into my everyday duties.”

– BRITTANY BROWN

Number of students The BB&T
Leadership Institute certified in
the 2017-2018 school year

2,064

Get the report online at
bbt.com/annual-report-2018

Inside The BB&T Leadership Institute:

Providing business, educational and student leaders with the skills they need to succeed.

14 // EMPOWERING LEADERS





In terms of architectural aesthetics, the company's greatest accomplishment during the past year is arguably The BB&T Leadership Institute's state-of-the-art, 58,000-square-foot campus that opened in June in Greensboro, North Carolina. It exemplifies how the integration of nature, design, sustainability and purpose can inspire innovation and learning.

The Leadership Institute's training campus is situated on an 11-acre wooded property, and the LEED Silver-certified main building's glass walls provide guests with unobstructed views of the surrounding lake and woods. The campus features multiple buildings, including a spacious treehouse for corporate meetings. Guests can travel between buildings through interconnecting wooden walkways that appear as bridges floating above the lake.

Led by Director William W. Sutton, The Leadership Institute furthers BB&T's mission to positively impact businesses and communities by empowering corporate, educational and student leaders. The Leadership Institute provides unique, psychology-based programs about leadership development, talent management, team optimization and more, helping leaders to learn, grow and be fulfilled in their work.

Participants say one of the marvels of The Leadership Institute is how its programs enable them to grow professionally and personally.

Grounded in psychology and informed by modern science and research, The Leadership Institute's programs are designed to enable "ordinary" people to achieve extraordinary results. The Leadership Institute's tag line, "The Psychology of Better Business," conveys its essence: leveraging the science of the mind to help women and men run better companies, organizations and schools.

BB&T gives back to communities in North Carolina and a growing number of states by providing tuition-free leadership programs to college and university students and to pre-K through 12th-grade public school educators. To date, more than 3,300 student leaders and nearly 700 educational leaders have completed programs free of charge.

Learn more at
bbtleadershipinstitute.com

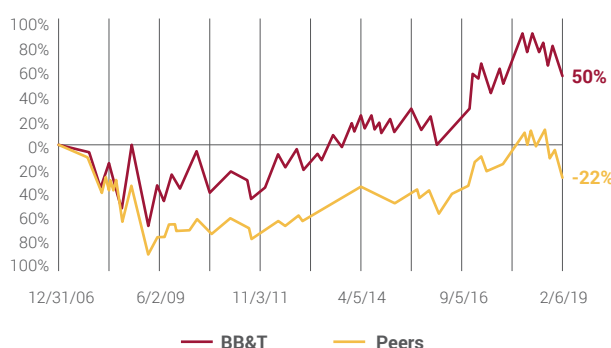
“ There is no facet of society that cannot be improved through better leadership.” – KELLY S. KING

2018 Performance //

BB&T reported record annual earnings in 2018, with strong momentum and balanced growth that position us for another very good year in 2019. Our results were driven by record insurance and investment banking income, diversified loan growth, stellar credit quality and strong expense management. These results reflect our laser focus on producing excellent returns for our shareholders while at the same time investing in digital and other initiatives that are crucial to excel in a new banking world.

Taxable equivalent revenue increased 1.6 percent during 2018 to \$11.7 billion. Net income available to common shareholders was a record \$3.1 billion, or \$3.91 per diluted share, up 38 percent from \$2.2 billion, or \$2.74 per diluted share, in 2017.

BB&T vs. Peers — Total Shareholder Return Since 12/31/06



Note: Market data through 2/6/19. Peer median includes: BAC, CFG, COF, FITB, HBAN, KEY, MTB, PNC, RF, STI, USB, WFC. Source: S&P Global

Strong Loan Growth

Average loans held for investment increased a strong 3.6 percent annualized in the fourth quarter.

Commercial and industrial (C&I) loans drove our growth, with strong performance in corporate banking, dealer floor plans, equipment and indirect lending led by auto and recreational lending. The growth in C&I loans reflects our long-term strategy of reducing the proportion of more volatile commercial real estate loans. For 2019, we expect loan growth in the 2 percent to 4 percent range, based on our belief that the economy will continue to expand despite economic uncertainty.

BB&T's community bank, which contributes more than half of BB&T's revenue, reported gains in retail and commercial loans even as we closed 170 branches, or 8.3 percent of our 15-state branching network. We retained virtually all of the clients of closed branches, in part by introducing them to our digital banking services. More than 3 million clients now use BB&T's U digital platform.

Our community bank benefited from Main Street companies returning to traditional banking markets from highly leveraged capital markets. We stepped up our calls on smaller businesses, with 10,000 more calls per week, while identifying 14 target

industries, starting with veterinary, dental and medical practices and adding three more industries each quarter during the year.

Record Insurance Income

Income from BB&T's national insurance brokerage business, buoyed by new business in an expanding economy and more favorable industry conditions, increased by 16.5 percent over the fourth quarter of 2017. Insurance, our largest nonbanking business, accounting for 17 percent of BB&T's revenue, provides important diversification and stability because it is not subject to fluctuating interest rates or the dynamics of the credit markets. Our investment banking and brokerage operations, also national in scope, reported a 25.2 percent gain in noninterest income compared to the fourth quarter of 2017. Scott & Stringfellow, BB&T's full-service brokerage, has expanded into all of our primary operating states to support our growing wealth business. We also benefited from strong performances by BB&T's diversified specialty lending businesses, including Grandbridge Real Estate Capital, our national commercial real estate and multifamily business, and Sheffield Financial, which provides consumer financing for outdoor power and power sports equipment.

The combination with SunTrust will fuel further growth for BB&T's insurance and specialized lending businesses and our combined investment banking capability as we offer those services to an expanded client base.

Noninterest-bearing deposits dipped by 3.2 percent on an annualized basis in the fourth quarter as companies invested more in their operations. But we continue to benefit from our long-term strategy of improving the mix of our deposits and from the loyalty of our clients. We have become one of the leaders among our peers in noninterest-bearing deposits as a percentage of total deposits. On average, BB&T's clients have had their retail accounts with us for 10 years and their commercial accounts for eight years.

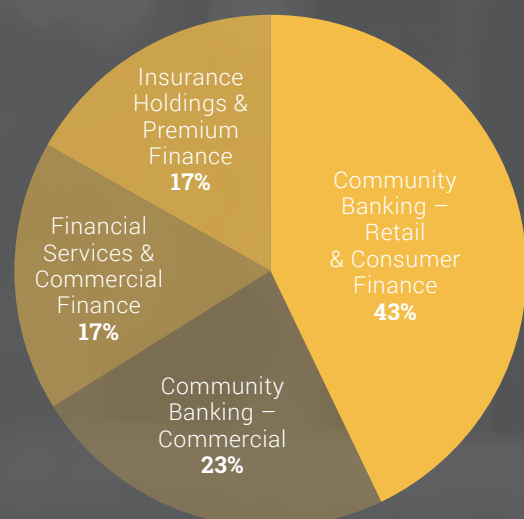
Stellar Credit Quality

Nonperforming assets are at historically low levels, at 0.26 percent of total assets at the end of 2018.

Net charge-offs as a percentage of average loans and leases compare favorably with our peers, at 0.38 percent for the fourth quarter of 2018. We remain intensely focused on diversification and our conservative lending limits. We do not take big project risks or large exposures. The average loan size in our C&I portfolio is less than \$1 million. In a rapidly changing industry, we constantly enhance our risk controls. Most importantly, BB&T's best risk control is our strong culture and our associates' commitment to ethics and honesty.

BB&T's allowance for loan loss coverage ratios also remain strong at 2.99 times for nonperforming loans and 2.76 times for net charge-offs. A higher ratio means a bank can withstand any future losses better.

Revenue Diversification by Segment



Revenue diversification as of 12/31/2018. National peer group: BAC, CFG, COF, FITB, HBAN, KEY, MTB, PNC, RF, STI, USB and WFC. Largest 4 BHCs: BAC, C, JPM, WFC

The balance between BB&T's net interest income and our noninterest income provides further diversification. Our fee income ratio of 42.2 percent for the year compares favorably to the 34.7 percent average of our peers. A higher value indicates a bank is producing more of its revenue from noninterest income.

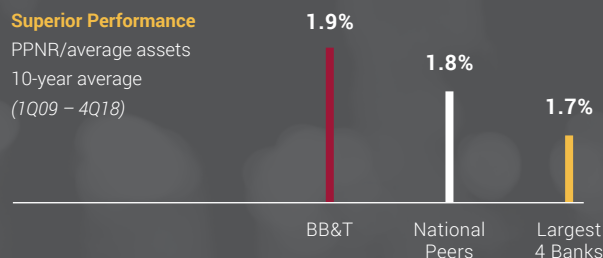
Our net interest margin, a key measure of profitability, improved throughout 2018 – at 3.49 percent in the fourth quarter compared to 3.43 percent in the fourth quarter of 2017 – and was superior to the 3.24 percent median of our peers. The margin is the difference between interest received on loans and investments and interest paid on deposits and other funding, expressed as a percentage of earning assets.

Excellent Cost Control

We recognize reducing costs and increasing efficiency are more vital than ever, as we invest more in technology and automation. Our adjusted noninterest expense, which excludes merger-related and restructuring charges, was down 3.7 percent annualized in the fourth quarter of 2018, compared to the third quarter of 2018. Our adjusted efficiency ratio was 56.5 percent for the fourth quarter of 2018, the lowest level since 2014. The ratio measures expenses as a percentage of revenue, so lower percentages signal better performance. Other key ratios underscore BB&T's commitment to deliver top-

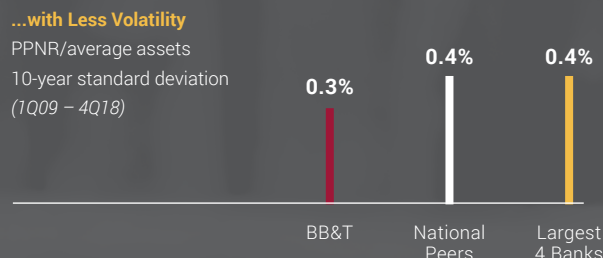
Superior Performance

PPNR/average assets
10-year average
(1Q09 – 4Q18)



...with Less Volatility

PPNR/average assets
10-year standard deviation
(1Q09 – 4Q18)



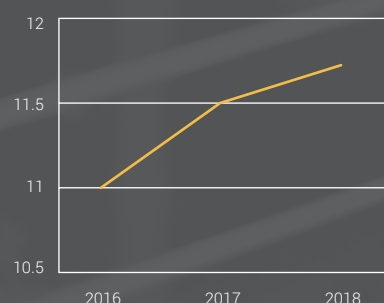
tier profitability, with prudent capital management and leading returns to shareholders. Both our adjusted return on average assets and adjusted return on average tangible common shareholders' equity compared favorably with our peers.

As we leverage the estimated \$1.6 billion of pretax cost savings net of investments and other benefits of the SunTrust merger of equals, we believe our efficiency and return on average common equity ratios will lead all of our peers.

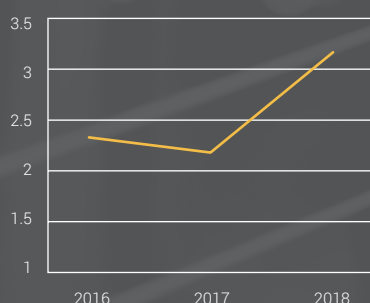
Our capital and liquidity levels remain strong and our 41.1 percent dividend payout ratio in the fourth quarter of 2018 was superior among our peers. BB&T's priorities for using our capital are clear: organic growth is first, a strong dividend payout is second, followed by share buybacks and strategic opportunities.

BB&T has a long history of consistent and superior performance. We grow the company within our conservative risk parameters, driven by strong, diversified market share across lines of business and markets, to produce shareholder returns in all economic cycles. With enhanced scale, revenue opportunities and investments in technology made possible by the SunTrust merger of equals, we will create a sustainable competitive advantage in an increasingly digital world.

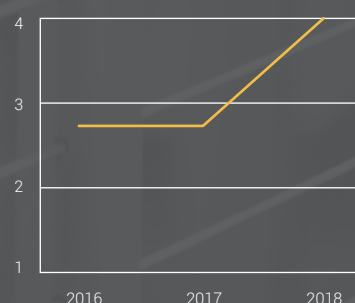
Record Taxable Equivalent Revenues (\$11.7 billion)



Record Net Income Available to Common Shareholders (\$3.1 billion)



Record Diluted Earnings Per Share (\$3.91)



Get the report online at bbt.com/annual-report-2018

SEC Filings

BB&T Corporation files required reports with the Securities and Exchange Commission each year. Copies of these reports may be obtained upon written request to:

Daryl N. Bible
Senior Executive Vice President
Chief Financial Officer
BB&T Corporation
200 West Second St.
P.O. Box 1250
Winston-Salem, NC 27102-1250

Corporate Headquarters

BB&T Corporation
200 West Second St.
P.O. Box 1250
Winston-Salem, NC 27102-1250
336-733-2000

Transfer Agent

Computershare Trust Company
N.A., P.O. Box 505005
Louisville, KY 40233
800-213-4314

Equal Opportunity Employer

BB&T Corporation is an equal opportunity employer including individuals with disabilities and protected veterans. All matters regarding recruiting, hiring, training, compensation, benefits, promotions, transfers and all other personnel policies will continue to be free from discriminatory practices.

Shareholder Services

Shareholders seeking information regarding transfer instructions, dividends, lost certificates or other general information should write or call:
Computershare Trust Company
N.A., P.O. Box 505005
Louisville, KY 40233
800-213-4314

Address changes, reprinting of tax information and account information may be directly accessed through the Computershare website using Investor Center:

www.computershare.com/BBT

Stock Exchange and Trading Symbol

The common stock of BB&T Corporation is traded on the New York Stock Exchange under the symbol BBT.

Direct Stock Purchase and Dividend Reinvestment Plan

The Direct Stock Purchase and Dividend Reinvestment Plan offers prospective and current shareholders the opportunity to affordably obtain BB&T common shares. Shareholders may reinvest dividends, purchase additional shares and sell shares on a regular basis. For more information, contact Computershare at 800-213-4314.

Media

News media representatives seeking information should contact:

Brian E. Davis
Senior Vice President
Corporate Communications
Media@BBT.com

Analyst Information

Analysts, investors and others seeking additional financial information should contact:

Richard D. Baytosh
Senior Vice President
Investor Relations
336-733-0732

Clients

Clients seeking assistance with BB&T products and services should call 800-BANK BBT (800-226-5228).

Websites

Please visit BBT.com for information concerning BB&T's corporate social responsibility, products and services, news releases, financial information, corporate governance practices and other information. Please visit ThePremierFinancialInstitution.com for more information about the merger of equals with SunTrust. Please visit bbt.com/annual-report-2018 to access this report online.

Executive Management

Kelly S. King

Chairman and
Chief Executive Officer

Christopher L. Henson

President and Chief
Operating Officer

Daryl N. Bible

Senior Executive Vice
President and
Chief Financial Officer

Clarke R. Starnes III

Senior Executive Vice
President and
Chief Risk Officer

W. Bennett Bradley

Senior Executive Vice
President and
Manager of Operations
Shared Services

Barbara F. Duck

Senior Executive Vice
President and
Chief Information Officer

Jim D. Godwin

Senior Executive Vice
President and
Chief Credit Officer

Donna C. Goodrich

Senior Executive Vice
President and
Treasurer

Robert J. Johnson Jr.

Senior Executive Vice
President and
General Counsel, Secretary
and Chief Corporate
Governance Officer

Brant J. Standridge

Senior Executive Vice
President and
President, Retail Banking

David H. Weaver

Senior Executive Vice
President and
President, Community
Banking

Dontá L. Wilson

Senior Executive Vice
President and
Chief Digital and Client
Experience Officer

W. Rufus Yates

Senior Executive Vice
President and Financial
Services & Commercial
Finance Manager, Chairman,
BB&T Securities LLC



Standing left to right: Jim Godwin, Bennett Bradley, Barbara Duck, Rufus Yates, Dontá Wilson, Donna Goodrich, Robert Johnson Jr., David Weaver, Brant Standridge
Seated left to right: Daryl Bible, Christopher Henson, Kelly King, Clarke Starnes

Peer Comparisons

The peer data reflected herein includes: Bank of America, Capital One Financial, Citizens Financial Group Inc., Fifth Third Bancorp, Huntington Bancshares Inc., KeyCorp, M&T Bank Corp., PNC Financial Services Group, Regions Financial Corp., SunTrust Banks Inc., U.S. Bancorp and Wells Fargo & Co.

Corporate Board of Directors

Jennifer S. Banner

Chief Executive Officer
Schaad Companies LLC
and President and CEO
SchaadSource LLC
Knoxville, Tennessee

K. David Boyer Jr.

Chief Executive Officer
GlobalWatch Technologies Inc.
Oakton, Virginia

Anna R. Cablik

President
Anasteel & Supply Company
LLC and Anatek Inc.
Marietta, Georgia

Patrick C. Graney III

Private Investor
President
PCG Inc.
Charleston, West Virginia

I. Patricia Henry

Retired Director of
Strategic Projects
Miller Brewing Co.
Stone Mountain, Georgia

Kelly S. King

Chairman and
Chief Executive Officer
BB&T Corp.
Winston-Salem, North Carolina

Louis B. Lynn, Ph.D.

President and Chief
Executive Officer
ENVIRO AgScience Inc.
Columbia, South Carolina

Easter A. Maynard

Director
Community Investment
for Investors Management
Corporation
Chair of the Board
Golden Corral Corporation
Raleigh, North Carolina

Charles A. Patton

Consultant and Manager
Patton Holdings LLC
Former President and CEO
Virginia First Savings Bank
Hopewell, Virginia

Nido R. Qubein

President
High Point University
Executive Chairman
Great Harvest Bread Co.
High Point, North Carolina

William J. Reuter

Retired Chairman and
Chief Executive Officer of
Susquehanna Bancshares Inc.
Lititz, Pennsylvania

Tollie W. Rich Jr.

Retired Chief Operating Officer
Life Savings Bank
Cape Coral, Florida

Christine Sears

President and Chief Executive
Officer
Penn National Insurance
Harrisburg, Pennsylvania

Thomas E. Skains

Former Chairman, President
and Chief Executive Officer
Piedmont Natural Gas
Company Inc.
Charlotte, North Carolina

Thomas N. Thompson

President
Thompson Homes Inc.
Owensboro, Kentucky

Standing left to right: Jennifer Banner, Patrick Graney III, I. Patricia Henry, Charles Patton, Anna Cablik, Thomas Thompson, William Reuter, Thomas Skains, Nido Qubein, Kelly King, Tollie Rich Jr., K. David Boyer Jr., Christine Sears, Louis Lynn, Ph.D., Easter Maynard



Forward Looking Statements

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, business plans and the future performance of BB&T and SunTrust. Words such as "anticipates," "believes," "estimates," "expects," "forecasts," "intends," "plans," "projects," "could," "may," "should," "will" or other similar words and expressions are intended to identify these forward-looking statements. These forward-looking statements are based on BB&T's and SunTrust's current expectations and assumptions regarding BB&T's and SunTrust's businesses, the economy and other future conditions. Because forward-looking statements relate to future results and occurrences, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Many possible events or factors could affect BB&T's or SunTrust's future financial results and performance and could cause actual results or performance to differ materially from anticipated results or performance. Such risks and uncertainties include, among others: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the definitive merger agreement between BB&T and SunTrust, the outcome of any legal proceedings that may be instituted against BB&T or SunTrust, delays in completing the transaction, the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction) and shareholder approvals or to satisfy any of the other conditions to the transaction on a timely basis or at all, the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where BB&T and SunTrust do business, the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, diversion of management's attention from ongoing business operations and opportunities, potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction, the ability to complete the transaction and integration of BB&T and SunTrust successfully and the dilution caused by BB&T's issuance of additional shares of its capital stock in connection with the transaction. Except to the extent required by applicable law or regulation, each of BB&T and SunTrust disclaim any obligation to update such factors or to publicly announce the results of any revisions to any of the forward-looking statements included herein to reflect future events or developments. Further information regarding BB&T, SunTrust and factors that could affect the forward-looking statements contained herein can be found in BB&T's Annual Report on Form 10-K for the fiscal year ended Dec. 31, 2018, and its other filings with the Securities and Exchange Commission ("SEC"), and in SunTrust's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and its other filings with the SEC.

About the Report

This 2018 Annual Report contains financial information and performance measures determined by methods other than in accordance with accounting principles generally accepted in the United States of America (GAAP). BB&T's management uses these "non-GAAP" measures in their analysis of the corporation's performance and the efficiency of its operations. Management believes these non-GAAP measures provide a greater understanding of ongoing operations, enhance comparability of results with prior periods and demonstrate the effects of significant gains and losses. The company believes a meaningful analysis of its financial performance requires an understanding of the factors underlying that performance. BB&T's management believes investors may use these non-GAAP financial measures to analyze financial performance without the impact of unusual items that may obscure trends in the company's underlying performance. These disclosures should not be viewed as a substitute for financial measures determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. Below is a listing of the types of non-GAAP measures used in this 2018 Annual Report:

The adjusted diluted earnings per share is non-GAAP in that it excludes merger-related and restructuring charges and other selected items, net

of tax. BB&T's management uses this measure in their analysis of the corporation's performance. BB&T's management believes this measure provides a greater understanding of ongoing operations, enhances comparability of results with prior periods and demonstrates the effects of significant gains and charges.

Tangible common equity and related measures are non-GAAP measures that exclude the impact of intangible assets and their related amortization. These measures are useful for evaluating the performance of a business consistently, whether acquired or developed internally.

The adjusted efficiency ratio is non-GAAP in that it excludes securities gains (losses), amortization of intangible assets, merger-related and restructuring charges and other selected items. BB&T's management uses this measure in their analysis of the corporation's performance. BB&T's management believes this measure provides a greater understanding of ongoing operations, enhances comparability of results with prior periods and demonstrates the effects of significant gains and charges.

Where applicable, the most directly comparable GAAP measure is included in the Form 10-K for the year ended Dec. 31, 2018, as well as in BB&T's Fourth Quarter 2018 Quarterly Performance Summary, which are available at BBT.com or included herein. Reconciliations of non-GAAP measures, where applicable, are available at BBT.com.

Corporate Profile

Founded in 1872, BB&T Corporation continues to build on a strong foundation of excellence.

Headquartered in Winston-Salem, North Carolina, BB&T had consolidated assets on Dec. 31, 2018, totaling \$225.7 billion, and ranks as the eighth-largest financial institution based on deposits in the United States. As of Dec. 31, 2018, BB&T operated 1,879 financial centers in 15 states and Washington, D.C.

BB&T is a values-driven, highly profitable growth organization. A Fortune 500 company, BB&T offers a full range of consumer and commercial banking, securities brokerage, asset management, mortgage and insurance products and services. We are consistently recognized for outstanding client satisfaction by the U.S. Small Business Administration, Greenwich Associates and others.

Our fundamental strategy is to deliver the best value proposition in our markets. Recognizing that value is a function of quality to price, our focus is on delivering high-quality client service, resulting in the Perfect Client Experience.

Our overarching purpose is to achieve our vision and mission, consistent with our values, with the ultimate goal of maximizing shareholder returns.

At BB&T, we've spent 147 years sharing our knowledge with our clients. By offering sound advice and personal attention, we help our clients make informed choices as they manage their day-to-day finances and set a course to reach their long-term financial goals.

More information about BB&T and our full line of products and services is available at BBT.com.

Annual Meeting

You are cordially invited to attend the annual meeting of shareholders of BB&T Corporation at 11 a.m. (EDT) on Tuesday, April 30, 2019, at Hibernian Hall, 105 Meeting St., Charleston, South Carolina.

Get the report online
at bbt.com/annual-report-2018

Thank You //

I have said many times, the three primary criteria for a combination are: It must be a good fit culturally, make sense strategically and be compelling economically. And as I have stressed more recently, in today's rapidly changing environment, BB&T must disrupt itself to continue to thrive.

Our merger of equals with SunTrust will accomplish all of those objectives. I am also excited about the combination because it further deepens our leadership. Our new executive management team will be comprised of seven leaders from BB&T and seven from SunTrust. William H. Rogers Jr. will serve as president and chief operating officer until September 2021, when he will assume the responsibilities of CEO. Bill has done a great job leading the team at SunTrust and I admire their strength and performance during his tenure. He and I share the same values and emphasize a client-first culture, and SunTrust's team offers the same mix of seasoned leaders and newer members whose fresh perspective is invaluable as we meet the needs of technology-savvy clients.

In 2018, BB&T welcomed independent directors Patrick C. Graney III, founder and president of West Virginia-based private management company PCG Inc., and Easter A. Maynard, a director and leader of the charitable arm of North Carolina-based Investors Management Corporation and chair of the board of Golden Corral Corporation. I want to express my deepest appreciation to Eric Kendrick, who retired from our board of directors at year end. As the president of Mereck Associates Inc., Eric provided broad business experience and a valuable perspective to help guide BB&T since joining our board 15 years ago. Our combined board of directors also will be evenly split between the two companies, with SunTrust lead director David M. Ratcliffe continuing in that role until March 2022.

I am confident we will successfully complete the best merger of equals in banking history. BB&T and SunTrust have collectively integrated nearly 100 mergers successfully over the last 35 years. We adhere to a diligent transition process, understand each other's businesses well, have similar conservative risk cultures and, most importantly, care deeply about our clients, associates, communities and shareholders.

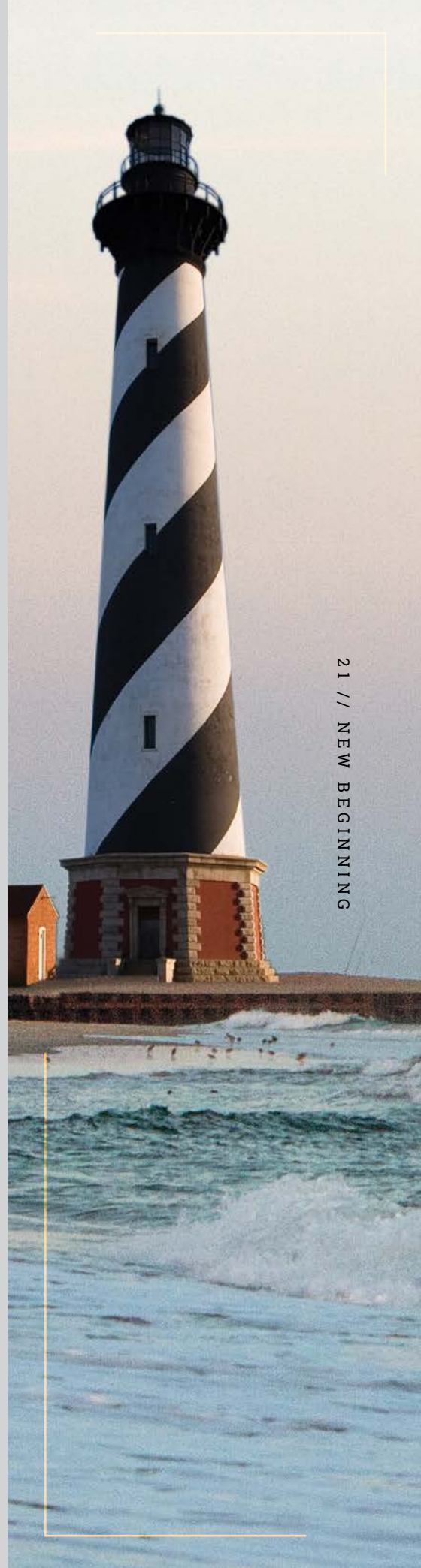
Individually, BB&T is strong. Together with SunTrust, we will be the best. I have never been more optimistic that our best days are ahead!



KELLY S. KING

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

FEB. 25, 2019





Additional Information About the Merger and Where to Find It

In connection with the proposed merger with SunTrust, BB&T has filed with the SEC a registration statement on Form S-4 to register the shares of BB&T's capital stock to be issued in connection with the merger. The registration statement includes a joint proxy statement/prospectus, which will be sent to the shareholders of BB&T and SunTrust seeking their approval of the proposed transaction.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION BECAUSE THESE DOCUMENTS DO AND WILL CONTAIN IMPORTANT INFORMATION ABOUT BB&T, SUNTRUST AND THE PROPOSED TRANSACTION.

Investors and security holders may obtain copies of these documents free of charge through the website maintained by the SEC at www.sec.gov or from BB&T at its website, www.bbt.com, or from SunTrust at its website, www.suntrust.com. Documents filed with the SEC by BB&T will be available free of charge by accessing BB&T's website at <http://bbt.com/> under the tab "About BB&T" and then under the heading "Investor Relations" or, alternatively, by directing a request by telephone or mail to BB&T Corporation, 200 West Second St., Winston-Salem, North Carolina 27101, 336-733-3065, and documents filed with the SEC by SunTrust will be available free of charge by accessing SunTrust's website at <http://suntrust.com/> under the tab "Investor Relations," and then under the heading "Financial Information" or, alternatively, by directing a request by telephone or mail to SunTrust Banks Inc., 303 Peachtree St., N.E., Atlanta, Georgia 30308, 877-930-8971.

Participants in the Solicitation

BB&T, SunTrust and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of BB&T and SunTrust in connection with the proposed transaction under the rules of the SEC. Certain information regarding the interests of these participants and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the joint proxy statement/prospectus regarding the proposed transaction when it becomes available. Additional information about BB&T, and its directors and executive officers, may be found in the definitive proxy statement of BB&T relating to its 2019 Annual Meeting of Shareholders filed with the SEC, and other documents filed by BB&T with the SEC. Additional information about SunTrust, and its directors and executive officers, may be found in the definitive proxy statement of SunTrust relating to its 2019 Annual Meeting of Shareholders filed with the SEC, and other documents filed by SunTrust with the SEC. These documents can be obtained free of charge from the sources described above.

bbt.com/annual-report-2018

BB&T Corporation
200 West Second St.
P.O. Box 1250
Winston-Salem, NC 27102-1250