

EXPLANATORY NOTICE

This year, BB&T is mailing two Proxy Statements. The first is for BB&T's Annual Meeting of Shareholders. Only holders of BB&T's Common Stock as of February 20, 2013 will receive proxy materials related to the Annual Meeting. The second Proxy Statement is enclosed and describes matters to be voted on at a Special Meeting of shareholders to be held immediately following the conclusion of the Annual Meeting. Only holders of BB&T's Common Stock and/or Depository Shares related to BB&T's Preferred Stock as of March 1, 2013 will receive proxy materials related to the Special Meeting. The matters described in the enclosed Special Meeting Proxy Statement will be addressed only at the Special Meeting and are not related to the matters to be addressed at the Annual Meeting. BB&T values your input as a shareholder and asks that you participate in the Special Meeting. Please review the enclosed Special Meeting Proxy Statement and follow the instructions for voting your shares.

**We urge you to sign, date and return the enclosed Special Meeting proxy card today.
Your vote is very important!**