

PLEASE DETACH BELOW AND BRING WITH YOU IF YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON

VOTE BY INTERNET OR TELEPHONE
 24 Hours a Day—7 Days a Week
 Save Your Company Money—It's Fast and Convenient

Your telephone or Internet vote authorizes the named attorneys-in-fact to vote your shares in the same manner as if you marked, signed and returned the proxy card. If you have submitted your proxy by telephone or the Internet, there is no need for you to mail back your proxy card. Telephone and Internet voting facilities will close at 11:59 p.m. Eastern Daylight Time on April 25, 2011.

TELEPHONE

1-800-830-3542

- Use any touch-tone telephone
- Have your proxy form in hand
- Follow the simple recorded instructions

OR

INTERNET

<https://www.2voteproxy.com>

- Go to the website address listed above
- Have your proxy form in hand
- Follow the simple instructions

OR

MAIL

- Mark, sign and date the proxy card
- Detach the proxy card below
- Return the proxy card in the postage-paid envelope provided

PROXY TABULATOR
 PO BOX 859232
 BRAINTREE, MA 02185-9919

CALL TOLL-FREE TO VOTE: 1-800-830-3542

▼ FOLD AND DETACH HERE ▼

PLEASE DETACH HERE IF YOU ARE NOT VOTING BY TELEPHONE OR INTERNET



Please mark your votes as indicated in this example



BB&T CORPORATION - ANNUAL MEETING APRIL 26, 2011
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF BB&T CORPORATION

The Board recommends a vote "FOR" all nominees listed.

1. To elect fifteen nominees, namely:

- | | | | | |
|--------------------------|-------------------------------|-----------------------------|-------------------------|--------------------------|
| (01) John A. Allison IV | (04) Anna R. Cablik | (07) Jane P. Helm | (10) Valeria Lynch Lee | (13) Thomas E. Skains |
| (02) Jennifer S. Banner | (05) Ronald E. Deal | (08) John P. Howe III, M.D. | (11) J. Holmes Morrison | (14) Thomas N. Thompson |
| (03) K. David Boyer, Jr. | (06) J. Littleton Glover, Jr. | (09) Kelly S. King | (12) Nido R. Qubein | (15) Stephen T. Williams |

To withhold authority to vote for any individual nominee, mark "For All Except" and write the nominee's name here

Nominee exception(s) _____

The Board recommends a vote "FOR" Proposals 2, 3 and 4.

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 2. To re-approve the Corporation's Short-Term Incentive Plan for federal tax purposes. | FOR | AGAINST | ABSTAIN |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To ratify the reappointment of PricewaterhouseCoopers LLP as BB&T's independent registered public accounting firm for 2011. | FOR | AGAINST | ABSTAIN |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To provide an advisory vote regarding BB&T's overall pay-for-performance executive compensation program, commonly referred to as a "say on pay" vote. | FOR | AGAINST | ABSTAIN |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board recommends voting for "EVERY YEAR" in Proposal 5.

- | | | | | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| | EVERY YEAR | EVERY 2 YEARS | EVERY 3 YEARS | ABSTAIN |
| 5. To provide an advisory vote on the frequency of "say on pay" votes. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board recommends voting "AGAINST" in Proposals 6 and 7.

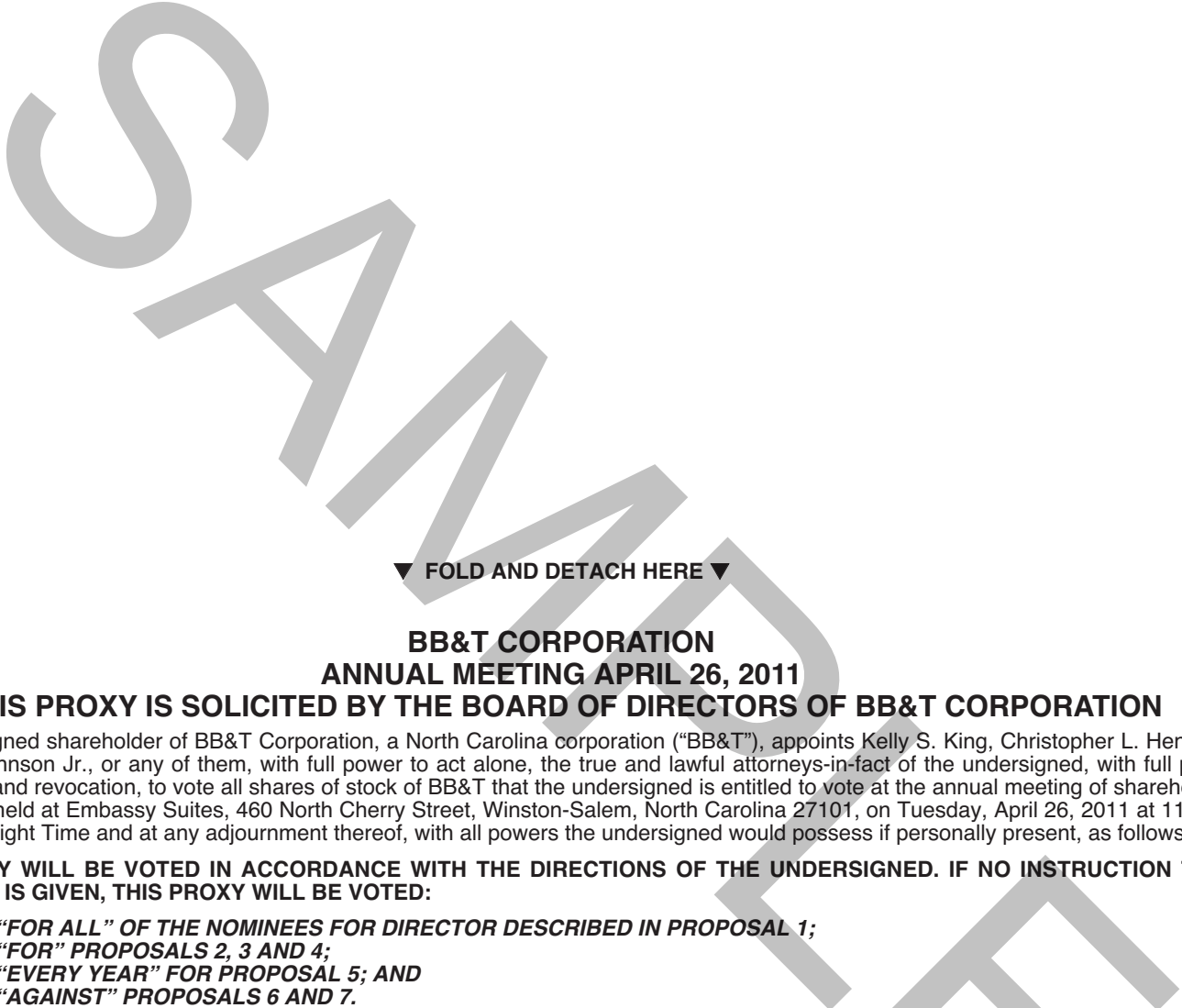
- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | AGAINST | FOR | ABSTAIN |
| 6. To vote on a shareholder proposal requesting reports with respect to BB&T's political contributions and related policies and procedures | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To vote on a shareholder proposal regarding majority voting in director elections. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



ADMISSION TICKET

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▼ **FOLD AND DETACH HERE** ▼

**BB&T CORPORATION
ANNUAL MEETING APRIL 26, 2011**

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF BB&T CORPORATION

The undersigned shareholder of BB&T Corporation, a North Carolina corporation ("BB&T"), appoints Kelly S. King, Christopher L. Henson and Robert J. Johnson Jr., or any of them, with full power to act alone, the true and lawful attorneys-in-fact of the undersigned, with full power of substitution and revocation, to vote all shares of stock of BB&T that the undersigned is entitled to vote at the annual meeting of shareholders of BB&T to be held at Embassy Suites, 460 North Cherry Street, Winston-Salem, North Carolina 27101, on Tuesday, April 26, 2011 at 11:00 a.m. Eastern Daylight Time and at any adjournment thereof, with all powers the undersigned would possess if personally present, as follows:

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE DIRECTIONS OF THE UNDERSIGNED. IF NO INSTRUCTION TO THE CONTRARY IS GIVEN, THIS PROXY WILL BE VOTED:

- **"FOR ALL" OF THE NOMINEES FOR DIRECTOR DESCRIBED IN PROPOSAL 1;**
- **"FOR" PROPOSALS 2, 3 AND 4;**
- **"EVERY YEAR" FOR PROPOSAL 5; AND**
- **"AGAINST" PROPOSALS 6 AND 7.**

IF ANY OTHER BUSINESS IS PRESENTED AT THE ANNUAL MEETING, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BEST JUDGMENT OF THE NAMED ATTORNEYS-IN-FACT.

THE TOP PAGE OF THE PROXY CARD SERVES AS YOUR ADMISSION TICKET TO THE ANNUAL MEETING.

The undersigned acknowledges receipt of the Notice of the BB&T Annual Meeting and Proxy Statement.

PLEASE SIGN, DATE, AND RETURN PROMPTLY IN ENCLOSED ENVELOPE IF YOU ARE NOT VOTING BY PHONE OR INTERNET Dated _____, 2011

[Empty rectangular box for signature]

Signature(s) (Title(s), if applicable) **(Sign in the Box)**

Dated _____, 2011

[Empty rectangular box for signature]

Signature(s) (Title(s), if applicable) **(Sign in the Box)**

Please insert date of signing. Sign exactly as the name appears at left. Where stock is issued in two or more names, all names should sign. If signing as attorney, administrator, executor, trustee or guardian, give full title as such. A corporation should sign by an authorized officer and affix seal.