



Admission Ticket

IMPORTANT ANNUAL MEETING INFORMATION

Electronic Voting Instructions

**You can vote by Internet or telephone!
Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 11:59 p.m., Eastern Daylight Time, on April 24, 2017.

Vote by Internet

- Go to www.envisionreports.com/BBT
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone
- Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Election of Directors — The Board of Directors recommends a vote **FOR** all nominees listed.

1. The election of sixteen directors, each for a one-year term expiring at the 2018 Annual Meeting of Shareholders.

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain	
01 - Jennifer S. Banner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	07 - Kelly S. King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 - Christine Sears	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
02 - K. David Boyer, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	08 - Louis B. Lynn, Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 - Thomas E. Skains	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
03 - Anna R. Cablik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	09 - Charles A. Patton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 - Thomas N. Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
04 - James A. Faulkner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 - Nido R. Qubein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 - Stephen T. Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
05 - I. Patricia Henry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 - William J. Reuter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
06 - Eric C. Kendrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 - Tollie W. Rich, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					



B Management Proposals — The Board of Directors recommends a vote **FOR** Proposals 2, 3 and 5, and “EVERY YEAR” for Proposal 4.

2. To ratify the appointment of PricewaterhouseCoopers LLP as the Corporation’s independent registered public accounting firm for 2017.		For	Against	Abstain	3. To vote on an advisory resolution to approve BB&T’s executive compensation program, commonly referred to as a “say on pay” vote.	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To vote on an advisory resolution to approve the frequency of BB&T’s “say on pay” vote.	Every Year	2 Years	3 Years	Abstain	5. To approve the amendments to the BB&T Corporation 2012 Incentive Plan, which include increasing the number of authorized shares, and re-approval of the Plan for purposes of Internal Revenue Code section 162(m).	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

C Shareholder Proposals — The Board of Directors recommends a vote **AGAINST** Proposal 6.

6. To vote on a shareholder proposal requesting the elimination of supermajority voting provisions in BB&T Corporation’s articles and bylaws, if properly presented at the meeting.	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>





ADMISSION TICKET

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
It's Fast and Convenient

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Shareholders. The Proxy Statement, BB&T's Annual Report and Form 10-K are available at: www.envisionreports.com/BBT

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy — BB&T CORPORATION

ANNUAL MEETING APRIL 25, 2017

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 common stock of BB&T that the undersigned is entitled to vote at the annual meeting of shareholders of BB&T to be held at the Hilton Harrisburg, One North Second Street, Harrisburg, PA 17101, on Tuesday, April 25, 2017 at 11:00 a.m. Eastern Daylight Time and at any adjournment thereof, with all powers the undersigned would possess if personally present, as stated on the reverse side hereof.

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

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.

D Non-Voting Items

Change of Address — Please print new address below.

E Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please insert date of signing. Sign exactly as the name appears on the reverse. 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.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

/ /

IF VOTING BY MAIL, PLEASE COMPLETE SECTIONS A - E ON BOTH SIDES OF THIS CARD.