April 2025

REGIONS FINANCIAL CORPORATION
CORPORATE GOVERNANCE PRINCIPLES

The Board of Directors of Regions Financial Corporation (together with its subsidiaries as the context may require, the "Company"), has adopted these Corporate Governance Principles to further its longstanding goal of providing effective governance of the Company's business and affairs for the long-term benefit of the Company's shareholders. These principles have developed over a period of years and will be evaluated annually to determine compliance with evolving standards of corporate governance.

I. Size of the Board; Term of Directors; and Board Leadership Structure

The Board of Directors (the "Board") shall consist of at least three members. The Board believes that the number of Directors should not exceed a number that can function efficiently as a body. The exact number of Directors constituting the Board of the Company shall be fixed from time to time by resolution of the Board based on the recommendations of the Nominating and Corporate Governance ("NCG") Committee, which will consider, among other factors: the Board's current and anticipated need for Directors with specific qualities, skills, experience, or backgrounds; the availability of highly qualified candidates; committee workloads and membership needs; and anticipated Director retirements. All Directors will be elected on an annual basis for a term of one year.

II. Director Qualification Standards

A. Board Membership Criteria. The Board will seek members from varied professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity, such that the Board will maintain an appropriate mix of skills and characteristics to meet the needs of the Company. In the context of the then current make-up of the Board, the NCG Committee and the Board will assess the qualifications of Director nominees based on criteria such as:

- general business knowledge;
- the caliber of their character, integrity, and reputation;
- an understanding of the financial services industry;
- experience in positions with a high degree of responsibility;
- leadership positions in the companies or institutions with which they are affiliated;
- other board service and leadership positions;
- the contributions they can make to the Board and management; and
- whether any conflicts of interest exist.

Director nominees are to be evaluated based on their individual merits, taking into account the Company's needs and the composition of the Board.

B. Majority of Independent Directors. The Board will have a majority of members who meet the independence requirements of the New York Stock Exchange ("NYSE") and applicable laws and regulations. The Board will affirmatively determine on an annual basis, and the Company will disclose as required, whether each Board member is independent. The Board will make each such independence determination in accordance with its business judgment following the receipt of the recommendation and findings of the NCG Committee.

For a Director to be considered independent, the Board must affirmatively determine that the Director does not have any direct or indirect material relationship with the Company, taking into account all relevant facts and circumstances. A Director who does not satisfy the bright line independence tests set forth in Section 303A.02(b) of the NYSE Listed Company Manual cannot be determined to be "independent." In the absence of unusual facts and circumstances, relationships and transactions described as follows would not be considered to impair a Director's exercise of independent judgment or compromise the oversight role that an independent Director of the Company is expected to perform, and therefore presumptively are not material:

- The Director or an immediate family member has a customer relationship with the Company that is established and administered by the Company in the ordinary course of business, on terms and conditions not more favorable than those afforded by the Company to other similarly situated customers. If the relationship involves a loan or extension of credit, the loan was made or credit was extended on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and involved no more than the normal risk of collectability and presented no other unfavorable features. The NCG Committee will be asked to review credits to a Director or their related interests where a potential or realized re-classification of the loan is identified through the Company's regular credit monitoring process that may have an impact on legal and regulatory compliance, public disclosure obligations, and/or the Director's independence.
- The Company employs an adult family member of the Director in the ordinary course of business in a capacity other than as an executive officer.
- The Director's or immediate family member's interest in a transaction results solely from service as a director (or comparable position) of another corporation or organization that is a party to the transaction or from the beneficial ownership of less than 10 percent of the other entity's equity.
- The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

Those Directors serving on the Audit Committee or the Compensation and Human Resources ("CHR") Committee must meet any additional independence requirements established by the NYSE and Securities and Exchange Commission (the "SEC") and other applicable laws and regulations.

C. Service on Multiple Boards. Each person serving as a Director must devote the time and attention necessary to fulfill the responsibilities of and be engaged as a Director. Directors will review proposed service on the board of any additional public company or in any governmental position with the NCG Committee.

To help ensure Directors are able to dedicate sufficient time to the Company's Board, (i) those Directors holding an executive officer position at a public company may not serve on more than two

public company boards; (ii) those Directors holding a board chair or lead independent director position may not serve on more than three public company boards; and (iii) those Directors *not* holding an executive officer position at a public company or a board chair or lead independent director position may not serve on more than four public company boards, in each case, unless the NCG Committee determines that so serving will not impair the Director's service on the Company's Board. When reviewing service on other public company boards, the NCG Committee will consider the Director's current and potential leadership responsibilities on the Board and their other boards. Additionally, Directors serving on the Audit Committee may not simultaneously serve on the audit committees of more than two other public companies.

D. Term Limits. The Board does not believe it is appropriate to institute fixed limits on the tenure of Directors. Seasoned Directors are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies, and objectives. When making determinations as to the slate of Directors nominated for election at an annual meeting of shareholders, the NCG Committee shall take into consideration best practices with respect to board refreshment and director tenure. The evaluation and nomination processes described in these Corporate Governance Principles further serve as a means for the Board to continue to evolve and adopt new viewpoints.

E. Retirement Age of Directors. Directors should retire from the Board on the date of the next annual meeting of shareholders after reaching age 72, effective immediately prior to the call to order of the meeting. Exceptions should be rare and only for situations, such as (1) during a transition period when there have been significant changes in executive management; (2) an unexpected loss of Board member(s); or (3) other unusual, unexpected, or nonrecurring events, and are subject to approval by the Board based upon recommendation of the NCG Committee.

F. Automatic Offer of Resignation. A Director shall automatically be deemed to have offered their resignation for consideration in connection with planning for or following retirement from employment or a material change in professional circumstances, including a change in principal job responsibilities. The Board believes that the continued membership on the Board beyond that date is a matter to be decided in each individual instance based on the recommendation of the NCG Committee. Any Director (1) whose resignation is under consideration or (2) who serves on another company's board with the Director whose resignation is under consideration, shall not participate in the NCG Committee recommendation or the Board decision regarding whether to accept the resignation.

G. Election of Directors. Any incumbent Director who fails to receive the vote required by the Company's By-Laws to be elected a Director shall automatically be deemed to have tendered their resignation following the certification of the vote. The NCG Committee shall consider such resignation and shall recommend to the Board the action to be taken. Any Director (1) whose resignation is under consideration or (2) who serves on another company's board with the Director whose resignation is under consideration, shall not participate in the NCG Committee recommendation or the Board decision regarding whether to accept the resignation. The Board shall take action within 90 days following certification of the vote, unless such action would cause the Company to fail to comply with any requirement of the NYSE or any rule or regulation promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which event the Company shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision, and the reasons therefore, in a Form 8-K furnished to the SEC.

III. Nomination and Selection of New Directors

As part of its responsibilities, the NCG Committee, in consultation with the Chair of the Board, Chief Executive Officer ("CEO"), and Lead Independent Director (if one has been selected), evaluates potential new candidates for Board membership, including candidates recommended by shareholders. As part of its evaluation, the NCG Committee shall take into consideration best practices with respect to board refreshment. The NCG Committee then makes recommendations to the Board for its determination. The Chair of the Board and/or the Chair of the NCG Committee should extend the invitation to a prospective new Board member.

The NCG Committee strives for the Board to reflect a range of talents, ages, skills, backgrounds, and expertise sufficient to provide sound and prudent guidance and oversight with respect to Regions' operations and strategy. When searching for potential new candidates for Board membership, the NCG Committee shall endeavor to seek highly qualified candidates possessing a range of perspectives and characteristics.

All recommendations of candidates for directorship are considered by the NCG Committee, regardless of their source (e.g., whether from other Directors, associates or management, third-party search firms, or shareholders). A shareholder who wishes to recommend a candidate for consideration by the NCG Committee may do so at any time by submitting such recommendation to the Corporate Secretary at the address provided in Section XV of these Corporate Governance Principles.

A shareholder who wishes to nominate a candidate for consideration by the NCG Committee for inclusion in the slate of Directors nominated for election at an annual meeting of shareholders must submit the nomination in accordance with the Company's By-Laws.

IV. Director Responsibilities and Expectations

A. Role and Function of the Board. Directors are expected to remain actively engaged and informed with respect to Board-related responsibilities. The principal functions of the Board include the following:

- representing the shareholder base by striving to increase shareholder value over time and assuring that the long-term interests of the shareholders are being served;
- overseeing processes for evaluating the adequacy of internal controls, risk management, financial reporting, and compliance with law;
- overseeing the selection and retention of the CEO;
- evaluating the performance of and determining the compensation for the CEO;
- overseeing other members of management;
- reviewing the Company's (i) compensation and benefits programs applicable to executive officers and (ii) management succession planning;
- reviewing, approving, and overseeing management's creation and implementation of the Company's significant short- and long-term strategic plans and objectives;
- reviewing the major financial and other objectives of the Company;
- monitoring the Company's financial performance and condition;

- reinforcing, demonstrating, and communicating a "tone at the top" that exemplifies the Company's values, culture, and ethics in the Code of Business Conduct and Ethics (the "Code of Conduct");
- nominating Directors and evaluating the structure and practices of the Board to provide for sound corporate governance; and
- providing advice to management regarding the achievement of Company goals and objectives.

The Board accomplishes these functions acting directly and through its committees. In all actions taken by the Board and its committees, the Directors are expected to exercise their business judgment in what they reasonably believe to be in the best interests of the Company. In discharging that obligation, the Directors may rely on the honesty and integrity of his or her fellow Directors and of the management, auditors, and independent advisors to the Board and its committees. Further, the Company shall purchase and maintain directors' and officers' liability insurance in amounts reasonably deemed appropriate and reviewed annually.

B. Attendance of Directors at Meetings. Board members are expected to attend and participate in all Board meetings and meetings of committees on which they serve and to attend all meetings of shareholders. In addition to scheduled meetings, Directors are expected to be available for consultation with management upon reasonable request.

C. Advance Review of Materials. All information relevant to the understanding of matters to be discussed at an upcoming Board or committee meeting should be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. It is the responsibility of Board members to spend the time needed to review these materials in advance of meetings. This will help facilitate the efficient use of meeting time. The Board acknowledges that certain items to be discussed at Board and committee meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to the meetings may not be appropriate. Further, some materials may be distributed at the meeting to provide updated or supplemental information, or otherwise as appropriate.

D. Executive Sessions. All Directors, and then the independent Directors, will meet in executive session at each regular, in-person meeting of the Board and will be offered the opportunity to meet in executive session at regularly scheduled conference calls or videoconferences held by the Board. These executive sessions provide the opportunity for discussion of compensation, succession planning, and other sensitive topics. Typically, the Board will meet in full executive session, followed by an executive session of independent Directors. The independent Chair of the Board or Lead Independent Director (as the case may be) will preside at executive sessions of the independent Directors, and in their absence, the independent Directors shall select one of their number to preside. Others may attend only upon invitation.

E. Director Stock Ownership Requirement. Each Director is expected to own Company stock to further align Director and shareholder interests. The Board, through its CHR Committee, has established guidelines for stock ownership of Directors. The terms of the stock ownership guidelines for Directors are disclosed in the Company's most recently filed proxy statement for the annual meeting of shareholders.

F. Code of Conduct, Conflicts of Interest, and Regulation O. The Company has a comprehensive Code of Conduct that emphasizes the Company's belief in, and commitment to, inclusion; clearly states our commitment to a work environment free from harassment; and explains

that our "zero tolerance for violence" mandate seeks to prevent the many forms of violence, including, but not limited to, verbal assault and harassment. The Code of Conduct also addresses compliance with the law; reporting violations of the Code of Conduct or of laws or regulations; confidentiality of information; protection and proper use of the Company's assets; conflicts of interest; and personal securities transactions and other financial transactions. Directors are expected to be familiar with and to follow the Code of Conduct to the extent it is applicable to them. If an actual or potential conflict of interest arises for a Director, the Director shall promptly inform the Chair of the Board, Lead Independent Director (if one has been selected), and Chair of the NCG Committee (or, if the conflicted director is the Chair of the NCG Committee, another member of the NCG Committee). The NCG Committee will recommend to the Board the appropriate action to be taken. If the Board determines that a significant conflict exists that cannot be resolved or addressed, the Director should resign.

The Company and its affiliates provide banking services, brokerage services, extensions of credit, and other financial services in the ordinary course of its business. The Sarbanes-Oxley Act of 2002 prohibits loans to Directors and executive officers, except certain loans in the ordinary course of business and loans by an insured depository institution subject to Regulation O of the Board of Governors of the Federal Reserve System. Any loans to Directors and executive officers are made pursuant to applicable laws and regulations, including the Sarbanes-Oxley Act and Regulation O. Regulation O also applies to banking relationships with certain family members of a Director and to entities owned or controlled by a Director. To the extent banking services, brokerage services, extensions of credit, and other financial services provided by the Company and its affiliates to any Director or family member of a Director are in the ordinary course of business and not otherwise specifically prohibited under these Corporate Governance Principles, the Company's policies, or applicable laws or regulations, such services shall be provided on substantially the same terms as those prevailing at the time for comparable services provided to non-affiliates of the Company. Furthermore, such loans also may not involve more than the normal risk of repayment or present other unfavorable features.

G. Securities Trading Policies. The Company has a securities trading policy applicable to all executive officers and employees, which prohibits trading while in possession of material nonpublic information and "tipping" information to others (the "General Policy on Insider Trading"). Directors are expected to observe the General Policy on Insider Trading. The Company has also adopted policies prohibiting Directors and executive officers from hedging and pledging the Company's equity securities.

H. Confidentiality. Nonpublic information about the Company and its performance is confidential. Pursuant to their fiduciary duties of loyalty and care, Directors are required to protect and hold confidential all Confidential Information (as such term is defined herein below) obtained as a result of their directorship absent the express permission of the Board to disclose such information or as may be permitted or required by law. In addition, certain Board materials, deliberations, and discussions are confidential, regardless of subject matter. Accordingly, Confidential Information may not be used by any Director for their own benefit or for the benefit of others, and no Director shall disclose Confidential Information outside the Company, either during or after their service as a Director of the Company, except with authorization of the Board or as may be otherwise permitted or required by law.

"Confidential Information" means all nonpublic information entrusted to or obtained by a Director by reason of their position as a Director of the Company. It includes, but is not limited to, nonpublic information that might be of use to competitors or harmful to the Company or its customers if disclosed, including but not limited to: (i) nonpublic information about the Company's financial

condition, prospects or plans, its marketing and sales programs, products and services, as well as information relating to mergers and acquisitions, stock splits, and divestitures; (ii) nonpublic information concerning possible transactions with other companies or information about the Company's current and prospective customers, suppliers, vendors, or joint venture partners, which the Company is under an obligation to maintain as confidential; (iii) nonpublic information about discussions and deliberations relating to business issues and decisions between and among associates, officers, and Directors; and (iv) confidential supervisory information as defined by applicable regulatory authorities.

V. Board Leadership Structure

The Board shall appoint one of its members to serve as Chair of the Board. The Chair of the Board shall preside at all meetings of the Board and of shareholders and shall perform such other duties, and exercise such other powers, as may be prescribed in the Company's By-Laws or by the Board from time to time.

It is the Board's policy not to mandate the separation of the offices of Chair of the Board and CEO. The Board believes that this issue is part of the Board's succession planning process, which is overseen by the NCG Committee, and that it is in the best interests of the Company for the Board to make the determination from time to time as the circumstances warrant.

When the position of Chair of the Board is not held by an independent Director, a Lead Independent Director, who shall be "independent" under NYSE rules, shall be selected annually by the independent Board members, upon recommendation by the NCG Committee, to help ensure robust independent leadership on the Board. The Lead Independent Director shall have the following authority and responsibilities:

Board Leadership, Meetings, and Operations

- Presides at Board meetings when the Chair of the Board is not present;
- Coordinates the activities of the independent Directors, including the authority to call meetings and executive sessions of independent Directors;
- Provides leadership to the Board in a time of emergency or crisis, in the absence of or in coordination with the Chair of the Board;
- Regularly communicates with and provides guidance to the CEO on a variety of issues including business strategy and succession planning;
- Chairs the Executive Committee of the Board;
- Maintains close contact with the chair of each standing committee of the Board and serves as a non-voting ex-officio participant on each committee where they are not a member;
- Establishes the agenda for and presides at executive sessions of the Board's independent Directors;
- Requests input from other independent Directors on Board agenda items and facilitates discussion on time-sensitive issues outside of meetings, as needed;
- Consults with the Chair of the Board regarding information sent to the Board;
- Reviews and approves meeting agendas and schedules for the Board and its committees, in consultation with the Chair of the Board;
- Follows up on meeting outcomes and management deliverables;

Board Culture, Performance, and Development

- Acts as a liaison between the Chair of the Board and the independent Directors (provided, however, that each Director will also be afforded direct and complete access to the Chair of the Board at any time as such Director deems necessary or appropriate);
- Facilitates teamwork and open communication among the independent Directors;
- Monitors Board discussions to see that they demonstrate an effective challenge of management;
- Acts as a sounding board and advisor to our CEO;
- Consults with the Chair of the Board with respect to the NCG Committee's recommendation of Director candidates to the Board;
- Provides input, as needed, to the NCG Committee with respect to the Board's and committees' effectiveness;
- Coordinates with the NCG Committee on its facilitation and oversight of the annual performance evaluation of the Board, committees, and individual Directors;
- Consults with the CHR Committee on its evaluation of the CEO;
- Coordinates with the Chair of the Board on Director development and education;

Stakeholder Engagement

- If requested by major shareholders or regulators, ensures that they are available for consultation and direct communication;
- Represents the independent Board members with other stakeholders, when necessary;

Other

- Advises the NCG Committee of possible changes that need to be considered to these Corporate Governance Principles;
- Perform such other functions as the Board or other Directors may request.

VI. Board Committees

A. Number and Types of Committees. The Board, as a whole, is responsible for the oversight of management on behalf of the Company's shareholders. The Board is assisted in its oversight function by Board committees. The Board has the following standing committees: the Audit Committee, CHR Committee, NCG Committee, Technology Committee, and Risk Committee. Each standing committee will perform its duties as assigned by the Board in compliance with the Company's By-Laws and the committee's charter. The Board has also established an Executive Committee that will meet as needed between regular Board meetings. The Board may form new committees or dissolve or merge existing committees as it deems advisable in the fulfillment of its primary responsibilities, consistent with applicable NYSE listing requirements and applicable laws and regulations.

In particular, the CHR Committee oversees the design and implementation of compensation programs for the Company's CEO, executive management, key employees, and the Directors. The CHR Committee establishes the compensation of the CEO based on the Board's annual evaluation

of their performance in relation to the goals and objectives set by the CHR Committee. The CHR Committee also makes a report to the Board regarding compensation of other executive management personnel.

A committee may be a joint committee of the Company and Regions Bank. A joint committee may hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions between the two entities or other matters where the Company and Regions Bank may have different interests. In addition, any such joint committee should consult with internal or outside counsel if, in the opinion of the joint committee, any matter under consideration by the joint committee has the potential for any conflict between the interests of the Company and those of Regions Bank or the Company's other subsidiaries in order to ensure that appropriate procedures are established for addressing any such potential conflict.

Committees report highlights of their meetings to the Board at the next regularly scheduled Board meeting following the committee meeting. Directors are welcome to attend any committee meeting whether or not they are a member.

B. Committee Charters. Each standing committee, as well as the Executive Committee, shall have its own charter setting forth the purposes and responsibilities of the committee. The standing committees' charters also will provide that each standing committee will evaluate its performance on an annual basis and present the results of the evaluation to the Board. The committees' charters are available on the Investor Relations section of the Company's website.

C. Independence and Qualifications of Committee Members. Each member of the Audit Committee, the CHR Committee, the NCG Committee, the Technology Committee, and the Risk Committee will meet the applicable independence and qualification requirements of the NYSE, the Exchange Act, and any other applicable law or regulation. The Audit Committee shall have at least one member who qualifies as an "audit committee financial expert" as defined by the SEC, and each member of the Audit Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment. Further, at least one member of the Risk Committee shall have experience in identifying, assessing, and managing risk exposures of large, complex financial firms as defined by Regulation YY of the Board of Governors of the Federal Reserve System.

D. Appointment of Committee Members and Committee Chairs. The Board appoints standing committee members and standing committee chairs upon recommendation of the NCG Committee with input from the Chair of the Board or, in the event the Chair of the Board is not independent, the Lead Independent Director. In determining the composition of standing committees, the Board will consider any listing and/or regulatory qualifications that may be applicable to specific committees. Management Directors do not serve on any standing committee.

The Executive Committee is comprised of the Chair of the Board, the Lead Independent Director (if one has been selected), the current chair of each standing committee, and the CEO (if also a Director). The Chair of the Board shall serve as the Executive Committee's Chair. If, however, the Chair of the Board is not independent, then the Lead Independent Director shall serve as the Executive Committee's Chair.

E. Rotation of Committee Assignments and Chair Positions. The Board believes that committee assignments should be based on each Director's knowledge, interests, and areas of expertise and does not favor mandatory rotation of committee assignments or chair positions. Further, the Board believes that experience and continuity are important to ensuring the committees operate efficiently and cohesively. Committee assignments and chair positions are, however, evaluated annually by the NCG

Committee, and the Board may rotate committee assignments or chair positions upon the recommendation of the NCG Committee and after taking into consideration the above factors; evolving legal and regulatory considerations; input from the Chair of the Board and the the Lead Independent Director (if one has been selected); and all other best practices with respect to committee rotation.

VII. Board Operations

A. Scheduling Board and Committee Meetings. The Board believes that regular meetings at appropriate intervals throughout the year are desirable for the performance of the Board's responsibilities. In addition to regularly scheduled meetings, special Board meetings may be called upon appropriate notice at any time to address specific needs of the Company. The Chair of the Board, in consultation with the Lead Independent Director (if one has been selected) and other Board members, will determine the timing and length of Board meetings. The frequency, timing, and length of committee meetings will be determined by the chair of each committee consistent with the charter for that committee.

B. Selecting Agenda Items for Board and Committee Meetings. The Chair of the Board and Lead Independent Director (if one has been selected) approve agendas, schedules, and information sent to the Board for Board meetings. Agendas, schedules, and information distributed for meetings of committees are the responsibility of the respective committee chairs with ultimate approval by the Chair of the Board and Lead Independent Director (if one has been selected). All Directors may, and are encouraged to, request agenda items, additional information, and/or modifications to schedules as they deem appropriate, both for the Board and the committee(s) on which they serve.

C. Attendance of Non-Directors at Board and Committee Meetings. The Board believes that attendance of key executive officers augments the meeting process and assists the Board and its committees in performing their responsibilities. Members of executive management regularly attend and present to the Board at scheduled Board meetings. The Board believes that these individuals can assist the Board with its deliberations and provide critical insights and analyses, particularly when the Board receives presentations on the business and strategic plans for the upcoming year. Attendance of such officers also provides the Board direct access to individuals critical to the Company's succession planning. Other persons may be present at the invitation of the Chair of the Board. Additionally, members of management and others may be present at committee meetings at the invitation of the committee's chair.

VIII. Director Access to Management, Associates, and Independent Advisors

A. Access to Management and Associates. Board members have complete access to the Company's management and associates. Any meeting or contact that a Director wishes to initiate may be arranged directly by the Director, or the Corporate Secretary upon a Director's request.

B. Access to Independent Advisors. It is primarily the responsibility of the Company to provide assistance to the Board. The Board and its committees may, if they wish to do so, seek financial, legal, or other expert advice from a source independent of management and shall be provided the resources for such purposes. In general, this would be with the knowledge of the CEO, but this is not a condition to retaining such advisors. As provided in their charters, the individual committees are specifically authorized to engage and compensate independent outside counsel and advisors.

IX. Director Compensation

The CHR Committee, using outside advisors, makes periodic recommendations to the Board regarding non-employee Director compensation based on comparisons with relevant peer groups. The CHR Committee and Board believe it is desirable that a portion of overall Director compensation be linked to Company common stock in order to align Directors' interests with the long-term interests of shareholders, and for that reason, the Board's total compensation will be structured to include an element of stock-based compensation. Management Directors receive no separate compensation for their Board service. The Director Compensation Program is described in the Company's most recently filed proxy statement for the annual meeting of shareholders.

X. Director Orientation and Continuing Education

The Board, CEO, Corporate Secretary, and Chief Governance Officer will provide appropriate orientation for new Directors, including arranging meetings with management to discuss topics such as strategic planning, financial statements, lines of business, risk management, and key policies and practices. Directors are also provided committee orientation when appointed to a new committee. Further education about the Company is provided by management throughout the year. The Board also considers it desirable that Directors participate in continuing education opportunities and such participation to be an appropriate expense to be reimbursed by the Company. Periodically, management will also arrange for outside speakers to present to the Board and/or certain committees on various topics.

XI. Management Succession Planning and CEO Evaluation

The CHR Committee oversees the Company's management succession planning and, in coordination with the NCG Committee, CEO succession planning. As part of the annual executive management evaluation process, the NCG Committee and the CHR Committee will work with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of an unexpected occurrence. The succession plans will be updated and reported to the Board at least annually. Succession planning may be reviewed more frequently by the Board as it deems warranted. The CEO will make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals as appropriate.

The CHR Committee is also responsible for reviewing and approving all Company goals and objectives relevant to the CEO and evaluating the CEO's performance in light of those goals and objectives. The CHR Committee reviews its determinations with the Board.

XII. Strategic Planning

One of the most important responsibilities of the Board is to review, approve, and oversee management's creation and implementation of the Company's significant short- and long-term strategic plans and objectives. No less than annually, typically at an extended meeting, the Board works closely with management to develop the strategic plans that will guide and direct the Company.

Throughout the year, the Board monitors the implementation of the strategic plans through ongoing reports from management.

XIII. Annual Performance Evaluation of the Board, Committees, and Individual Directors

The NCG Committee is responsible for overseeing the Board, Committee, and Individual Director Evaluation Program and coordinates an annual self-evaluation discussion that includes an assessment of the performance and overall effectiveness of the Board. The NCG Committee periodically reviews the framework and structure for the assessment of Board performance and the Board self-evaluation discussion.

XIV. Interaction with Investment Managers and the Press and Shareholder Engagement

The Board believes that it is management's responsibility to speak for the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chair of the Board, unless the Chair of the Board requests that an individual Board member speak with outside constituencies.

The Board believes that the Company's shareholders provide valuable insight into a wide range of corporate governance topics. Through the Company's corporate governance shareholder engagement efforts, members of management communicate with the Company's institutional shareholders throughout the year to solicit their points of view. As appropriate, Directors will also engage with the Company's institutional shareholders on corporate governance matters through those shareholders' presentations to the Board, director attendance at corporate governance events, and small group meetings.

XV. Communications with the Board

To contact the Board or any Board member, please write to the Corporate Secretary of the Company at the following address:

Regions Financial Corporation
c/o Office of the Corporate Secretary
1900 Fifth Avenue North
Birmingham, Alabama 35203

The mailing envelope should contain a clear notation indicating that the enclosed letter is a "Board Communication" or "Director Communication." All such letters should state whether the intended recipients are all members of the Board or just certain specified individual Directors.

If there is a particular concern regarding accounting, internal accounting controls, or auditing matters, these matters should be brought to the attention of the Audit Committee of the Board. You may report your concerns anonymously at the following address:

Regions Financial Corporation
Attention: Chair of the Audit Committee
c/o Office of the Corporate Secretary
1900 Fifth Avenue North
Birmingham, Alabama 35203

If there is a particular question or comment regarding these Corporate Governance Principles or any other corporate governance matter, these matters should be addressed to the Chief Governance Officer at the following address:

Regions Financial Corporation
Attention: Chief Governance Officer
1900 Fifth Avenue North
Birmingham, Alabama 35203

Communications regarding customer banking matters should be sent to the following address:

Regions Bank
Office of Customer Satisfaction
250 Riverchase Parkway East
Birmingham, Alabama 35244

The Corporate Secretary will circulate the communications to the appropriate Director or Directors, with the exception of those communications that are of a personal nature or not related to the duties and responsibilities of the Board, including without limitation, routine customer service complaints. The Corporate Secretary will maintain a log of any such communications not shared with the Board, and such log will be provided to the Board on a quarterly basis. In addition, Directors may review any communication upon request. Items such as commercial solicitations, opinion survey polls, new product or service suggestions, resumes, job inquiries, and mass mailings will not be shared with the Board nor maintained in the log.