

# CODE OF BUSINESS CONDUCT AND ETHICS



CODE OF CONDUCT 2024

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## Foreword from the President and Chief Executive Officer

*Our core value, “Do What is Right”, drives how we operate, how we serve our customers and communities, and how we treat each other.*

Living and working according to this value starts with integrity, and in turn, integrity is how you earn trust. And in our business, earning and keeping that trust is the only way Regions will succeed.

Regions values its relationships with associates, customers, suppliers, and the communities where we work and live. We understand that a good reputation comes from relationships built on trust, respect, and fair treatment. Our Board of Directors sets the “tone at the top” that Regions maintains a workplace culture that is reflective of our core values — a workplace where all associates are treated with dignity and respect. And our Code of Business Conduct and Ethics (“Code”) forms the foundation of our ethical culture. By having a strong Code, we demonstrate that doing what is right is not just a slogan — it’s the way we do business.

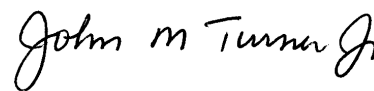
*We all have a responsibility to represent our company with integrity, to conduct ourselves ethically, and to treat others with dignity and respect. All of us are the face of Regions, whether we are at work or in the community.*

When one person fails to adhere to our Code, it has the potential to reflect negatively on the entire company, which is why ethical behavior and personal integrity are the core of our culture. It’s a must for our associates to

understand what our policies prohibit and to feel comfortable reporting violations. Our Code provides guidance on what conduct is allowed and what is prohibited, and while it cannot address every issue or situation that may arise, Human Resources teammates can help should you have a question. Associates have multiple avenues for reporting violations of our Code, including an anonymous option. The Office of Associate Conduct oversees the handling, investigation and resolution of associate issues and allegations of misconduct.

Many companies talk about culture and doing the right thing. At Regions, we mean it. It is essential that we have a company people trust to do the right thing for them and to truly understand their needs. It is the heart of all we do. Our actions have yielded positive results in the form of a culture that reflects our values, but we will continue to review our processes and policies to ensure continued effectiveness. We know that a diverse and inclusive workforce is essential to achieving and maintaining a thriving culture. We know that maintaining a thriving culture creates job satisfaction and associate engagement. And we know that associate engagement promotes collaboration and commitment to excellence.

I am confident that with your help, Regions will continue to do business in a way that reflects our values and our mission to make life better for our associates, our customers, our shareholders and the communities we serve.



John M. Turner, Jr.  
President and CEO



## EMPLOYMENT RELATIONSHIP

This Code neither constitutes nor should be construed to constitute a contract of employment for a definite term or a guarantee of continued employment and does not alter “at will” employment relationships. This means that we recognize an associate’s right to resign at any time for any reason; similarly, Regions, or its affiliates, may terminate an associate at any time, with or without cause. The terms “Regions” and “Company” as used throughout this Code mean Regions Financial Corporation and all of its direct and indirect subsidiaries.

## Our Culture

Regions’ strong corporate culture is founded on the idea that creating shared value for our customers, shareholders, associates, and communities is the right way to operate our business. As we strengthen our culture, we simultaneously develop an organization that is more balanced, diverse, inclusive, and thoughtful. We also enhance our customer service quality, increase associate engagement, and create a strong risk management culture.

Honoring and affirming protections for human rights is part of our culture and embodied in our values. Regions’ support of fundamental rights is also reflected in our policies and in our daily interactions with associates, vendors or suppliers, customers, and the communities where we do business. Regions’ Human Rights Statement, located on the [Environmental, Social and Governance webpage](#) at regions.com, sets forth our commitment to conduct business in a manner that is consistent with key human rights principles, such as those set forth in the United Nations Universal Declaration of Human Rights and the International Labour Organization’s Declaration on Fundamental Principles and Rights at Work. We are committed to maintaining a work environment where every associate at every level is treated with dignity and respect, free from discrimination and harassment, and can devote their full attention and best efforts to their job. These same principles apply to our interactions with customers and others with whom we do business, including vendors or suppliers, contractors, and subcontractors.



## Our Commitment to Ethics and Values

Our corporate values are not simply the values of a legal entity; they are values that encompass the ethics and commitment of all Regions associates. Our values are the statement of how we will do business; they are a promise and a measuring stick upon which to judge our behavior and results:

- **Put people first** — Have respect for every person. Listen. Care. Serve others before yourself. Build the best team. Be inclusive. Work as one team. Balance work in a full life. Lead humanely. Set the good example. And remember to say thank you.
- **Do what is right** — Always. Be honest. Do what you say. Use common sense. Stand for quality and integrity. Take the long view. Earn trust. Be responsible and accountable.
- **Focus on your customer** — Serving the customer as one team, in an exceptional way is our business, our only business. Know your customer. Serve your customer. Be committed. Understand needs. Meet needs. Make your customer’s life better by what you do. Create shared value.
- **Reach higher** — Grow. Our company must grow, and we must grow prudently. Raise the bar. Be energetic. Be innovative. Achieve excellence. Improve continuously. Inspire and enable others. Succeed the right way. Improve efficiency and effectiveness.
- **Enjoy life** — Have fun. We are in the business of banking. But more importantly, we are in the business of life. Enjoy it. Laugh. Be creative. Celebrate. Recognize success.

# Our Code and Your Responsibilities

*In our Code, we have defined what is appropriate behavior and what is not — in other words, we have defined what we aspire to be collectively as a company and what we expect of ourselves as individuals. Our Code is based on our core values that guide us in our daily activities, and it helps us make ethical business decisions.*

While our Code says that we will comply with applicable laws and regulations where we do business, it is not only about compliance. Rather, our Code describes how we, as a company, relate to others as we conduct business. It describes our core values and how we work together as associates. It cannot address every issue that we may encounter, but it does provide guidance and resources for those times when the right choice may not be clear. The Code is a reference guide that will help you locate relevant Company policies, and it provides information about how to seek help if you have an ethical concern. The Board of Directors, our Chief Executive Officer, the Executive Leadership Team and all of Regions' other leaders and associates stand behind our Code. All associates and officers (collectively referred to as "associates") and Directors of Regions, as well as of our subsidiaries and our affiliates are expected to comply with our Code.

## AMENDMENTS AND ADMINISTRATION OF THE CODE

Our Code is administered by the Human Resources Department in conjunction with the Legal Department. Substantive revisions are approved by the Compensation and Human Resources Committee of the Board of Directors. Periodic reports regarding Code revisions and an annual report regarding the overall status of Regions' ethics objectives will be made to the Compensation and Human Resources Committee.

The Human Resources Department maintains operational responsibility for administering the Code. The Chief Administrative and Human Resources Officer, together with the Associate Conduct Officer, are responsible for interpreting and applying the Code. Associates may seek guidance regarding the Code from their manager, Human Resources or the Ethics Program Manager.

Any material departure from a provision of the Code on the part of a Director, Senior Financial Officer (as defined below), or member of the Executive Leadership Team will be referred to the Compensation and Human Resources Committee and may be waived only by the Board of Directors or a duly authorized committee of the Board. To the extent required by applicable law, rule, or regulation, any such waiver shall be promptly and publicly disclosed.

In addition to this Code, Regions' Chief Executive Officer, Chief Financial Officer, and Principal Accounting Officer and Controller (collectively the "Senior Financial Officers") are also bound by a separate Code of Ethics for Senior Financial Officers ("Code of Ethics"), a copy of which can be found on the [Corporate Governance webpage](#) at regions.com. The provisions of the Code of Ethics supplement, but do not replace, this Code.



## BUSINESS UNIT-SPECIFIC REQUIREMENTS

Some business units have additional or supplemental guidelines, procedures or other requirements in addition to those specifically discussed in the Code. You are responsible for knowing and abiding by any additional requirements of your business unit.

## ACCESS TO THE CODE

Our Code is maintained electronically and is posted on Regions' [internal website](#), and Regions' external website, [regions.com](#). Associates and Directors are informed promptly of any substantive revisions or additions to the Code.

## TRAINING ON CODE CONTENT AND CERTIFICATION OF COMPLIANCE WITH THE CODE

All associates and Directors are required to complete annual training on the Code and to certify that they have read and understand the Code. Associates who fail to complete this training (or any Mandatory Annual Courses) are subject to discipline as set forth in the [Mandatory Annual Course \(MAC\) Policy Guideline](#).

## SUPPLIER CODE OF CONDUCT

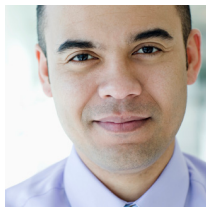
Certain Regions business relationships, such as those with vendors or suppliers, outside counsel and consultants, serve as extensions of Regions and, as such, they and their representatives and/or employees are expected to adhere to the spirit of the Code, and to any applicable provisions, when working on behalf of Regions. Regions also has a Supplier Code of Conduct, located on the [Supply Partners webpage](#) at regions.com, that reiterates our expectations for our vendors or suppliers and sets forth the ethical business practices we expect them to maintain.

# Raising Issues and Reporting Violations

We are all responsible for living up to the high standards of ethical behavior set forth in our Code, and for being accountable in all we do. When one person fails to adhere to our Code, it has the potential to reflect negatively on the entire Company, and that is why ethical behavior and personal integrity are the core of our culture. Regions investigates all alleged violations of our Code. Following the investigation, if necessary, the Company will take appropriate action to address the findings. Associates who are found to have violated the Code are subject to discipline up to and including termination from employment.

## REPORTING VIOLATIONS

*Associates have a responsibility to promptly report knowledge of or information regarding any violation or suspected violation of the law, any provision of the Code or other Regions policies or procedures.*



However, nothing in this Code or any other Regions policy, procedure or policy guideline prohibits or restricts associates from reporting possible violations of law or regulation or filing a charge or complaint with any governmental agency or entity, or limits an associate's ability to communicate with a governmental agency or entity or to participate in any investigation or proceeding that may be conducted by a governmental agency or entity, including providing documents or other information, and associates are not required to notify or seek permission from Regions before engaging in any such activity.

There are several ways you can report any potential violations or potentially suspicious behavior by customers, associates and vendors or suppliers:

- The Report It! Hotline (1-888-270-5934) is a confidential toll-free number which is available seven days a week, 24 hours a day for associates to make anonymous reports. All calls are answered by trained professionals, and callers are given the option of speaking English or Spanish.
- The [Report It! Website](#) is available seven days a week, 24 hours a day for associates to submit reports anonymously.

- The [Raise the Red Flag](#) online referral form is an internal resource for associates to immediately refer potentially suspicious activity or behavior within the same business day it is identified as potentially suspicious. Associates are encouraged to notify their manager after making a referral of potentially suspicious activity.
- Contact the HR Connect Team via [Help](#) or at 1-877-562-8383.
- Directly to the Associate Conduct Officer (1-800-846-6641)
- Directly to the Ethics Program Manager (205-264-7299)
- Anonymously through the mail by addressing a letter to:  
Associate Conduct Officer  
Regions Bank  
Post Office Box 11007  
Birmingham, Alabama 35288  
Internal Mailcode ALBH30308B

## CUSTOMER COMPLAINTS

Remember that **customer complaints** must be entered in the [Centralized Customer Complaint \(“CCC”\) Database](#). ALL associates have access and a responsibility to enter customer complaints into the [CCC Database](#). If you receive a customer complaint, it should be entered into the [CCC Database](#) within five (5) business days. The [Customer Complaint Program Document](#) and the [Complaint Criteria](#) provide additional information and guidance around reporting customer complaints, including examples of complaints.

## OFFICE OF ASSOCIATE CONDUCT

The Office of Associate Conduct (“OAC”) is responsible for investigating and providing effective solutions to all matters related to associate conduct. Investigations involving allegations of associate misconduct will be promptly and effectively investigated by the OAC along with other business groups, as appropriate. Investigations are thorough and protect confidential information to the maximum degree possible. The OAC will administer programs designed to establish and maintain effective associate relations through the uniform and equitable application of policies, procedures and guidelines.

## PROTECTION FROM RETALIATION

Retaliation is a serious violation of our values and this Code. Regions' [No Retaliation Policy](#) prohibits retaliation of any kind for good faith reports of alleged ethical violations or misconduct of others. Associates should report any incident of retaliation. If you believe that you or someone you know has been retaliated against for raising a concern regarding unethical, unlawful or illegal conduct, contact Human Resources or the Office of Associate Conduct, or use the Report It! process by calling the Report It! Hotline (1-888-270-5934) or submitting your complaint via the [Report It! Website](#). All reports are investigated with prompt, effective remedial action being taken when appropriate.

## Work Environment

*Regions strives to provide a safe and healthy work environment for all associates. We expect associates to follow this Code and all Regions' policies, procedures and guidelines designed to maintain a safe, effective and healthy work environment. It is every associate's duty to know these requirements and to take steps, as necessary, to ensure they are applied.*

### EQUAL EMPLOYMENT PRACTICES

Regions is fully committed to equal employment opportunity and compliance with the letter and spirit of the full range of fair employment practices with respect to recruitment, hiring, training, promotion, demotion, transfer, layoff, recall, compensation, benefits, Regions-sponsored and other similar work-related programs and other terms and conditions of employment. Regions does not discriminate on the basis of race, color, national origin, sex, religion, age, sexual orientation, gender identity, disability, protected veteran status, genetic information, pregnancy, or any other characteristic protected by law.

You should report any incident of discrimination to Human Resources at 1-877-562-8383 or via [Help](#). You may also contact the Report It! Hotline at 1-888-270-5934 or the [Report It! Website](#) to submit a report anonymously. Any associate who is found to have violated Regions' [Equal Employment Opportunity and Affirmative Action Policy](#) will be subject to disciplinary action, up to and including termination of employment. Retaliation against associates for raising claims or concerns of discrimination is strictly prohibited.

## INCLUSION AND BELONGING

At Regions, we recognize that an inclusive workforce is essential to achieving and maintaining a thriving company. We seek to recruit, develop, and retain the most talented people from an inclusive candidate pool and believe that we all benefit from the creativity, varied perspectives, innovation, and energy that arises out of our diverse workforce. We create and deliver learning and development solutions that drive inclusion and engagement and are aligned with Human Resources' mission to develop talent and Regions' corporate strategy to effectively and efficiently build the best team. To reinforce this, Regions has several talent management and associate development programs. Regions does not want to simply provide jobs: we are one team, focused on investing in the careers, lives, and well-being of our fellow associates.

### HARASSMENT AND INTIMIDATION

Regions is committed to maintaining a work environment that is free from harassment and in which associates at all levels treat each other with dignity and respect so that our associates can devote their full attention and best efforts to the job. Regions' [No Harassment Policy](#) prohibits any form of harassment based on race, color, sex, national origin, age, disability, religion, sexual orientation, protected veteran status, gender identity, genetic information, pregnancy or any other characteristic that is protected by law. Associates should report harassing or intimidating behavior by co-workers, suppliers or customers directly to Human Resources at 1-877-562-8383 or via [Help](#) or contact the Report It! Hotline at 1-888-270-5934 or the [Report It! Website](#) to submit a report anonymously. Regions' [No Retaliation Policy](#) protects associates who, in good faith, report harassment or who participate in an investigation of harassing conduct.

### PROHIBITION AND PREVENTION OF WORKPLACE VIOLENCE

Regions expressly prohibits violence in the workplace and seeks to prevent violent incidents and abusive conduct from occurring. Violence includes, but is not necessarily limited to, physical harm, verbal assault, shoving, pushing, menacing, harassment, intimidation, coercion, brandishing a weapon and threats or talk of violence. You must report any incident that may involve workplace violence to Human Resources either at 1-877-562-8383 or via [Help](#) or you may contact the Report It! Hotline at 1-888-270-5934 or the [Report It! Website](#). Additional information regarding Regions' commitment to preventing workplace violence and abusive conduct can be found in the [Threatening Conduct, Workplace Violence and Prohibition of Weapons Policy Guideline](#) and the [Workplace Abusive Conduct Prevention Policy Guideline](#). Violations of these policy guidelines are subject to disciplinary action, including termination of employment.

## DRUG-FREE WORKPLACE

Regions is committed to maintaining a workplace environment that is free from the influence of illegal drugs and substance abuse. All associates are required to comply with Regions' [Drug-Free Workplace Policy Guideline](#). Violations of this policy guideline will not be tolerated and may result in disciplinary action, including termination of employment.

# Commitment to Risk Management



## EFFECTIVE RISK MANAGEMENT IS CORE TO REGIONS' SUCCESS.

*At Regions, the risks we face can be classified as one of eight key risk types: market risk, liquidity risk, credit risk, operational risk, legal risk, compliance risk, reputational risk and strategic risk.*

Effective management of these various risks requires a team approach, and every Regions associate has a responsibility to manage risk every day. In order to promote effective risk management across the Company, clearly defined roles and responsibilities have been established across all of Regions' business units. Associates are expected to discuss risk issues in an open, candid and transparent manner, providing all available information so that Regions can make sound decisions for our customers, shareholders and our Company. All Regions associates and Directors are also required to respond promptly, truthfully and candidly when interacting with Regions' examiners, regulators, auditors and/or attorneys.

Additional information regarding the risks faced by Regions and Regions' commitment and approach to risk management can be found in the [Regions Risk Management Framework](#).

## Compliance with Laws and Regulations

*The banking industry is highly regulated, and Regions must comply with numerous laws, rules and regulations in jurisdictions at both the federal and state level. As a financial holding company with multiple operational subsidiaries and affiliates, we are subject to comprehensive, consolidated supervision and regulation by the Board of Governors of the Federal Reserve System.*

We are also regulated by the Alabama State Banking Department and the Consumer Financial Protection Bureau and are a member of the Federal Deposit Insurance Corporation. The U.S. Securities and Exchange Commission ("SEC"), the New York Stock Exchange, the Financial Industry Regulatory Authority, and other federal and state regulators supervise our fiduciary, securities and insurance activities.

All associates and Directors must abide by the laws and regulations impacting the financial services industry, as well as federal and state laws and regulations such as employment laws, antitrust laws, privacy laws, insider trading laws and criminal laws governing fraud, theft, money laundering, anti-corruption, anti-bribery, sanctions, embezzlement, conversion and conflicts of interest. Improper and/or wrongful actions or inactions by associates which could subject Regions to civil or criminal liability or jeopardize the Company's regulatory compliance efforts are prohibited and may subject the associate to discipline up to and including termination.

In addition, alleged violations of laws applicable to Regions' business may be reported to the appropriate authorities for individual prosecution.

While Regions does not expect you to understand all details of these laws, rules and regulations, you are expected to be knowledgeable about and comply with the letter **and** the spirit of these laws, rules, and regulations as they apply to your job responsibilities and to seek guidance when questions arise. This also requires that you avoid not only actual misconduct but also the appearance of impropriety.

Company policies, procedures and guidelines involving laws, rules and regulations and additional information are posted on Regions' internal website. However, these do not constitute a complete listing of the laws, rules and regulations that must be adhered to by associates and Directors in the conduct of their duties at Regions.



## Fair and Responsible Banking

### COMMITMENT TO PREVENTING UNFAIR, DECEPTIVE OR ABUSIVE ACTS OR PRACTICES

Regions is committed to treating prospective and existing customers in a manner that is equitable, transparent and consistent with laws and regulations, including consumer protection laws and regulations that prohibit unfair, deceptive or abusive acts or practices. All associates are responsible for compliance with the [Policy on the Prohibition of Unfair, Deceptive or Abusive Acts or Practices](#) and for promptly reporting any violation or suspected violation of this policy.

### PROHIBITION AGAINST DISCRIMINATION IN BANKING

Regions is strongly committed to making its financial products and services available to prospective and existing customers on a fair and responsible basis. Regions prohibits discrimination in lending on the basis of race, color, religion, national origin, sex, sexual orientation, marital status, familial status, military or veteran status, disability, age, the fact that all or part of a customer's income is derived from any public assistance program, the fact that a customer had in good



faith exercised any of their rights under the Consumer Credit Protection Act, and any other basis prohibited by law. Regions' commitment to fair and responsible lending is a basic responsibility of all associates. All associates are responsible for compliance with the [Fair and Responsible Lending Policy](#), the [Servicemembers and Veterans Affairs Policy](#), and the [Americans with Disabilities Act Policy](#) and for promptly reporting any violation or suspected violation of these policies.

## Referring Potentially Suspicious Activity and Compliance with Bank Secrecy Act/Anti-Money Laundering and Office of Foreign Assets Control Requirements

As set forth in the [Bank Secrecy Act/Anti-Money Laundering \("BSA/AML"\) Policy](#) and the [Office of Foreign Assets Control \("OFAC"\) Policy](#), all associates have an obligation to immediately refer potentially suspicious activity via the [Raise the Red Flag](#) form within the same business day the associate determines the activity is potentially suspicious. Associates are also encouraged to notify their supervisor or manager after referring suspicious activity. Each associate is responsible for compliance with Regions' BSA/AML and OFAC Programs, the components of which include the [BSA/AML Policy](#), the [OFAC Policy](#), the [BSA/AML/OFAC Standards](#), and any applicable [BSA/AML and OFAC Business Unit Specific Procedures](#).

Examples of compliance with [Regions' BSA/AML and OFAC Programs](#) include, but are not limited to:

- Adhering to Regions' established "Know Your Customer" and customer due diligence requirements pertaining to the use of our products and services

- Immediately referring unusual and/or potentially suspicious activity after becoming aware of the activity
- Immediately referring alleged fraud or theft on a customer's account
- Immediately referring potentially suspicious criminal activity that may be detected through directly dealing with a customer
- Immediately referring potentially suspicious criminal or fraudulent activity by an associate

Associates should **never** disclose to a customer or other party that Regions has filed or is contemplating filing a Suspicious Activity Report ("SAR").

## Restrictions on Certain Tying Activities

Regions encourages customers to take advantage of the benefits of all Regions products and services, and cross selling can be a valuable tool for accomplishing this. However, the law does prohibit some, but not all, tying arrangements in which Regions requires a customer to buy one product or service as a condition to buying or receiving another. Contact the Legal Department if you are uncertain whether a proposed arrangement involving both "traditional" and "nontraditional" banking products or services is allowable.

# Protection and Proper Use of Corporate Assets



***Our corporate assets are critical to our financial success. We are responsible for properly handling those assets that are entrusted to us. All associates and Directors are responsible for using good judgment to ensure that corporate assets are not lost, stolen or wasted, and are used to further Regions' legitimate business purposes. Corporate assets should never be used for improper personal gain or benefit.***

Associates and Directors of Regions cannot spend corporate funds in a way that is excessive, extravagant, or otherwise creates a risk of significant damage to Regions' reputation with our customers, shareholders, investors, or regulators, or in the communities where we conduct business.

## REGIONS CORPORATE ASSETS INCLUDE, BUT ARE NOT LIMITED TO:

- Facilities
- Physical property (including office and other supplies)
- Cash
- Securities
- Customer, supplier and distributor information
- Intellectual property and proprietary information (including business plans, Regions' name, logos, service marks, trademarks, patents, processes, domain names, inventions, innovations, computer programs, models and other items)
- Electronic media, such as telephones, computers, e-mail and voice mail systems
- Application systems and network communications
- Relationships with customers, vendors or suppliers and other centers of influence
- Services (including bank products such as accounts and internet banking)

## ASSOCIATE EXPENSE REIMBURSEMENT

Regions reimburses associates for actual, reasonable and proper expenses incurred while conducting business on behalf of Regions. Associates must abide by Regions' [Associate Expense Reimbursement Policy](#), which provides guidance and sets forth procedures regarding the proper expenditure of corporate funds for conducting Regions' business.

Associates who have been issued a Regions corporate expense credit card are required to pay off the balance in full by the due date of each monthly statement cycle and are prohibited from using those cards for personal expenses. Additional information regarding the proper use of Regions corporate expense cards can be found in the [Regions Associate Expense Card Policy Guideline](#), located in the [You & Regions Policy Guidelines](#). Failure to comply with these requirements may subject you to disciplinary action.

## USE OF CORPORATE ASSETS FOR CHARITABLE OR PRO BONO PURPOSES

Regions encourages associates to participate in charitable or pro bono causes and officially supports many non-profit organizations. However, your personal decision to provide financial support to a non-profit organization or charitable campaign will not be reimbursed from corporate funds. In addition, Regions' corporate assets, including facilities, equipment, and customer or vendor or supplier lists, should not be used to support charitable causes or provide pro bono assistance unless prior approval for such support has been obtained from your Market Leader or Business Unit Executive and only after you have met any other applicable notice requirements.

Unless on behalf of a Regions-approved initiative and/or for a Regions-approved charity, associates should not solicit customers or vendors or suppliers for donations or other support of charitable causes or campaigns either on Regions property or while working on Regions time, and should not use their Regions email or otherwise imply Regions' support of a charitable or pro bono cause or event. For additional information, see the [Solicitation and Distribution by Regions Associates Policy Guideline](#) and the [Use of Stationery, Titles, Etc. in Personal Correspondence Policy Guideline](#), both located in the [You & Regions Policy Guidelines](#).

***You should never offer to make a charitable contribution or provide other forms of support to a charitable cause or campaign for the purpose of influencing a third party to conduct business with Regions, and you should never accept charitable contributions or offers of pro bono assistance from customers or vendors or suppliers in exchange for taking or refraining from taking any official action in your role at Regions.***



### USE OF REGIONS' NAME, LOGO AND MARKS BY THIRD PARTIES

*Maintaining the exclusive association of Regions' name, logos, service marks, domain names and trademarks ("Regions' Mark(s)") with Regions and its quality products and services is essential to the success of Regions' business.*

**Regions' general practice is not to permit use of Regions' marks by any third party** (including but not limited to vendors, suppliers or service providers with whom Regions has current contracts, charitable organizations, and/or trade or industry organizations) either with respect to any public appearance or in published or posted materials including charitable event materials, news releases, case studies, associate testimonials or endorsements, promotional or marketing materials, placement on customer lists, business presentations, white papers, speeches, webcasts, videos, articles, interviews or other announcements made by third parties ("Third Party Communication(s)").

The use of Regions' Marks by any third party (especially vendors, suppliers or service providers) can lead to potential compliance, reputational and legal risks for Regions, especially when our customers, non-customers or regulators interpret a third party's use of Regions' Marks as a Regions endorsement. The use of

**IMPORTANT NOTE:** No agreement should be entered into with **any third party** (specifically including a vendor, supplier or service provider) that includes either (i) an obligation for Regions to participate in a Third Party Communication or (ii) an authorization for the third party to use Regions' Marks, without first obtaining the **prior approval** of the Trademark Approval Group. Doing so without obtaining approval is considered a violation of this Code.

Approval from the Trademark Approval Group is required each time any third party requests to use Regions' Marks, even when an existing agreement with the third party includes either (i) an obligation for Regions to participate in a Third Party Communication or (ii) an authorization for the third party to use Regions' Marks.

Regions' Marks by third parties may also increase security risks because it could inform criminals as to Regions' security products and services. Controlling the use of Regions' Marks enables us to reduce these risks.

For these reasons, Regions rarely participates in Third Party Communications about a business relationship with Regions, whether in print or on websites or other electronic or social media, and whether such relationship is new or existing.

If you work with **any third party** that requests use of a Regions' Mark and you and your management team believe that allowing the use of Regions' Mark will provide a **clearly identifiable and substantial benefit to Regions**, you must obtain approval before the Mark is used. To request approval, complete the [Request for Use of Regions Trademarks and Logos form](#) and submit it for approval to [trademarks@regions.com](mailto:trademarks@regions.com) at least thirty (30) days prior to the proposed date of the intended use. The Trademark Approval Group will review the request to assess the potential positive and negative impacts for Regions and determine whether the proposed use will be allowed.

Additional information regarding the use of Regions' Marks can be found on the [Use of Regions' Name Logos & Marks page](#) on Regions' internal website.



# Protecting Confidential and/or Proprietary Information

As a Regions associate, you have an obligation to protect confidential and/or proprietary information. Associates and Directors may not engage in any activity which threatens the confidentiality, integrity, and/or security of Regions' confidential and/or proprietary information. Confidential and/or proprietary information is nonpublic information, which includes, but is not limited to:

- [Confidential Supervisory Information](#) ("CSI")
- Information about Regions' operations, results, strategies and projections
- Information about mergers, acquisitions, divestitures and other transactions that Regions is considering or pursuing
- Information about Regions' business plans, business processes and client relationships
- Information about Regions' customers, including potential and current customer lists
- Personally Identifiable Information ("PII") about current or potential associates, customers, suppliers, and distributors that could potentially identify or be associated with a specific individual, and other information or data received in the course of your employment about current or potential associates, customers, suppliers and distributors
- Financial information, including budgets or projections, price lists and any other financial, marketing or sales information
- Business and technical information, including information such as a formula, program, model, template, method, technique or compilation of information used in the course of Regions' business operations and which is not publicly available
- Intellectual property, including without limitation, patents, inventions, trade secrets, secret processes and information about present, past, or future products
- Information about Regions' technology and systems
- Any other system, information or process that gives Regions an opportunity to obtain an advantage over our competitors or would be harmful to Regions if disclosed
- Information Regions considers to be confidential or is required by law to treat confidentially

## WITH REGARD TO CONFIDENTIAL AND/OR PROPRIETARY INFORMATION, ASSOCIATES MUST COMPLY WITH THE FOLLOWING:



- Never disclose CSI to anyone outside of Regions without express written consent from the regulator to whom the CSI belongs (typically, the Office of the General Counsel of the Federal Reserve or the Alabama State Banking Department). The Legal Department must be consulted on all requests to disclose CSI outside of Regions.
- Never remove CSI from Regions premises.
- If an associate must access confidential and/or proprietary information, including CSI, remotely for business purposes, then such access must be solely through a secure Regions-provided platform (for example, via VPN).
- Accessing, using and disclosing CSI or other confidential and/or proprietary information must comply with the [Associate Device Usage for Business Purposes Policy Guideline](#), the [Electronic Communications and Computer Use Policy Guideline](#), and all other Regions requirements, particularly with regard to the use of personal email accounts and personal devices.
- Do not attempt to access confidential and/or proprietary information, including customer account information, unless you have a legitimate Regions business reason for doing so. Do not attempt to gain access to information you do not need to perform your job.
- Do not disclose CSI or other confidential and/or proprietary information to Regions colleagues unless it is necessary or appropriate for them to know such information in connection with their Regions responsibilities.

- Never disclose customer information outside Regions to anyone other than the customer unless such disclosure:
  - Has been approved by the Legal Department,
  - Is in response to proper legal process or regulation as required by law and is at the direction of the Legal Department, or
  - Has been permitted by the customer.
- Never use your knowledge of Regions’ internal systems or other confidential and/or proprietary information, or any information derived either from your use of Regions’ internal systems or your access to confidential and/or proprietary information for personal financial gain or to compete with Regions.
- Do not conduct Regions business using personal email accounts or other communication applications, accounts or channels (including but not limited to text messaging), other than those specifically designated by Regions or approved by Information Security. This includes forwarding business emails, including calendar and/or meeting invitations, or other Regions information to personal email accounts.
- Take all appropriate steps to ensure the security of confidential and/or proprietary information, including but not limited to the following:
  - Proactively *Raise the Red Flag* to immediately refer potentially suspicious activity and, when comfortable doing so, notify your supervisor or manager of the referral.
  - Designate emails containing confidential and/or proprietary information as [Confidential] when sending internally or [Secure] when sending externally.
  - Use the appropriate CSI tagline on all written materials, including emails, that contain CSI.

Additional information regarding your obligations to protect confidential and/or proprietary information can be found in the [Policy Library](#), including, but not limited to, the [Privacy Policy](#) and the [Information Security Policy](#), as well as in the [Electronic Communications and Computer Use Policy Guideline](#) and the [Work Arrangements Policy Guideline](#) (for those associates who work remotely).

All of your obligations regarding the protection of confidential and/or proprietary information continue after your employment or association with Regions ends. Misuse or misappropriation of confidential and/or proprietary information may result in criminal and civil liability. You should avoid discussing confidential and/or proprietary information in places where you may be overheard — this

includes public and nonpublic areas, such as restaurants, airplanes, Regions’ elevators or hallways.

Under the Defend Trade Secrets Act (18 U.S.C. § 1836, et. seq.), associates are immune from any criminal or civil liability under state and federal trade-secret laws when disclosing a trade secret in confidence to an attorney or governmental official solely for the purpose of reporting or investigating a suspected violation of law or for use in an anti-retaliation lawsuit.



## MERGERS, ACQUISITIONS, DIVESTITURES AND OTHER CONFIDENTIAL TRANSACTIONS

*Some Regions associates (“Transaction Associates”) may from time to time have access to certain nonpublic information (“Transaction Information”) regarding potential confidential transactions that Regions is considering, evaluating or pursuing (“Potential Transactions”).*

Potential Transactions might include, for example, the acquisition of a bank or other financial services company, the sale of a Regions company, the sale or purchase of branch facilities, the sale or purchase of financial assets or liabilities, the issuance or repurchase of stock, or the issuing or retiring of debt. Transaction Information includes any and all non-public information and materials pertaining to a Potential Transaction, all analyses, compilations, forecasts, studies or other documents prepared by Regions or its representatives in connection with the Potential Transaction, the identities of any parties to the Potential Transaction, and the fact that Regions is considering or is engaged in discussions with any other party regarding the Potential Transaction.

*In addition to the general obligations of all Regions associates to protect confidential and/or proprietary information, each Transaction Associate has a special duty to hold in confidence, protect and safeguard Transaction Information and not to use or disclose Transaction Information except to perform his or her responsibilities in connection with the Potential Transaction, to comply with applicable law or regulation, or as otherwise directed or permitted by his or her manager.*

Each Transaction Associate also should be aware that any Potential Transaction is likely subject to a confidentiality or nondisclosure agreement between Regions and the other party(ies) to the Potential Transaction (“Potential Transaction NDA”). Managers of Transaction Associates

who receive Transaction Information that may be subject to a Potential Transaction NDA are responsible for apprising such Transaction Associates of the terms of the Potential Transaction NDA. Transaction Associates should avoid taking any action or making any omission that would put Regions in breach of the terms of any Potential Transaction NDA.

Associates who have access to Transaction Information are also subject to applicable provisions of the [Regions Financial Corporation General Policy on Insider Trading](#) (“Insider Trading Policy”).

## INTELLECTUAL PROPERTY OF OTHERS



*Regions respects the intellectual property rights of others and expects its associates to do the same. Inappropriate use, sale, or distribution of others' intellectual property may expose Regions and individual associates to criminal and civil penalties and is strictly prohibited.*

## DEVELOPMENT, ACQUISITION AND REGISTRATION OF CONFIDENTIAL AND/OR PROPRIETARY INFORMATION BY ASSOCIATES

Associates should inform Regions, in writing, of any pre-existing rights or interest they have in any intellectual property, inventions or technology which may relate to their employment with Regions by submitting the Pre-Existing Intellectual Property Disclosure and Acknowledgement Form to the Legal Department within 60 days of their start date with the Company.

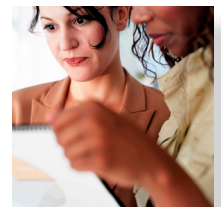
During your employment with Regions, any discovery, innovation, creation, development, invention, concept, process, idea or work related to the business of Regions, written or otherwise, developed or created by you alone or in combination with others, whether or not registerable, copyrightable or patentable, and whether or not performed

during off duty hours and/or using Regions' facilities, equipment or resources (collectively “Regions' Work Product”) is “work made for hire” and belongs to Regions.

With regard to Regions' Work Product, you agree to the following as conditions to your employment with Regions:

- You acknowledge and agree that all Regions' Work Product and any other confidential and/or proprietary information is Regions' sole property and you disclaim any rights, title, and interests therein and assign exclusively these rights, title, and interests to Regions.
- You may not agree, in a written contract or otherwise, to the assignment of any Regions' Work Product to any vendor or supplier or other third party who is engaged to assist the Company with a project or initiative.
- You understand and agree that Regions is not required to obtain your permission to modify or make derivative works from the Regions' Work Product.
- You agree to assist Regions (during and/or after your employment with Regions) in securing for its own benefit all copyrights, patent rights, trademarks, domain names, trade names, service marks, mask work rights, trade secret rights and any other proprietary and intellectual property rights, in and to the Regions' Work Product and will execute such documents and take such actions as Regions believes are necessary to accomplish and effectuate the assignment and to secure, protect and perfect Regions' rights in and to the Regions' Work Product.
- You agree never to register or apply to register, either during your employment or after, a trademark or domain name containing a Regions' Mark, or a simulation or variation thereof.
- You agree never to apply to register, either during your employment or after, a copyright for any Regions' Work Product.

***If your employment with Regions ends, you must return all Regions' Work Product, including all confidential and/or proprietary information, that may have been retained on personal items (for example, electronic devices and personal computers). If it is determined that you have violated any of the above listed obligations, Regions may prosecute or seek other legal action against you.***



## PRIVACY OF ASSOCIATE INFORMATION

*Regions respects the confidentiality of associate personal information. This includes associate medical and personnel records. The [Information Security Policy](#), the [Privacy & Directed Security Inspections Policy Guideline](#) and the [Associate Files Policy Guideline](#) address the protection of associate information.*

Access to personal information is authorized only when there is a legitimate and lawful reason for such access. Access is granted only to appropriate personnel. Requests for confidential associate information from anyone outside of Regions under any circumstances must be handled in compliance with applicable Regions procedures and guidelines and in accordance with applicable laws.

It is important to remember that associates should have no expectation of privacy with regard to normal-course workplace communications or any personal property brought onto Regions' premises or used for Regions' business.



### PROTECT CUSTOMER PRIVACY AND ACT TO PREVENT IDENTITY THEFT

*Regions is committed to protecting confidential information about our customers and to following all applicable laws and regulations directed toward privacy and information security. This includes in our relationships with our third-party vendors, suppliers or service providers. When other companies provide services for us, we require them to protect the confidential customer information they receive.*

Associates should act diligently to prevent third parties from engaging in identity theft and other forms of fraudulent use or misappropriation of customer information. All associates receiving notice from any source regarding actual or suspected identity theft are expected to adhere to policies and procedures in the Regions [Identity Theft Prevention Program](#), the [Bank Secrecy Act/Anti-Money Laundering Policy](#) and its reporting requirements, as well as any applicable identity theft prevention procedures for their business unit.

Any associate who has knowledge or suspects that customer data has been compromised or Regions' data security has been breached is required to immediately refer the matter by submitting the [Raise the Red Flag](#) form.

## INFORMATION BARRIERS

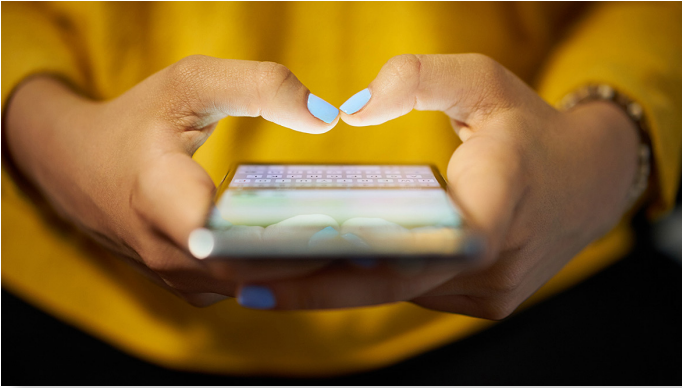
Certain departments within Regions have information barrier procedures that prevent unauthorized sharing of information between departments. Associates must comply with the [Information Barriers Policy](#) and any other applicable business-specific procedures to prevent the unauthorized disclosure of confidential information. Information barriers are designed to separate associates engaged in lending, investment banking or merchant banking activities, who routinely have access to confidential information about customers (private-side activities), from those associates who trade in securities based on publicly available information or who engage in investment management activities (public-side activities). Information barriers are one of the methods used to address potential and actual conflicts of interest among business activities.

***You are responsible for knowing and complying with the information barrier procedures that may apply to you and your business.***



Associates may disclose customer information, including credit information and business plans, to other Regions associates, businesses or affiliates only on a "need to know basis." Associates must observe all restrictions for consumers who have "opted out" of information sharing between Regions' affiliates as allowed under applicable privacy regulations.

# Internal and External Communications



***What we say, write and do should reflect a clear understanding of Regions' ethical values and expectations, should demonstrate sound personal judgments, and should be consistent with financial services laws and regulations, including consumer protection laws and regulations that prohibit unfair, deceptive or abusive acts or practices.***

This commitment is an important part of Regions' dedication to promoting the highest standards of behavior in all aspects of our business. That means being clear, truthful, accurate and respectful. Always avoid exaggeration, colorful language, guesswork and legal speculation. These requirements apply to communications of all kinds, including voice mails, e-mail and informal notes or memos.

## COMMUNICATING WITH THE PUBLIC

Unless authorized, do not state or otherwise give the impression that you are speaking on behalf of Regions in any communication that is or may become public. This includes, without limitation, seminars and industry/trade association conferences, news conferences, interviews, social media, websites and on-line forums, blogs, podcasts and webcasts, chat rooms and bulletin boards. This requirement also applies to endorsements of our products and services, comment letters to regulatory agencies, and comments to journalists, including letters to the editor, about specific matters that relate to our business.

Only authorized persons can provide information to investors, analysts or the media. Nonpublic information or materials regarding Regions' trade secrets, intellectual property, or confidential customer or business information must not be distributed outside of Regions. Promptly refer any inquiry from the media to Corporate Communications.

Any inquiry concerning Regions' securities or financials should be promptly referred to Investor Relations. For more information, refer to the [Social Media Personal Use Policy Guideline](#), the [Social Media Business Use Policy](#), the [Media Relations Policy Guideline](#) and the [Fair Disclosure Policy](#). Failure to comply with these policies and policy guidelines may subject you to disciplinary action, up to and including termination of employment.

## SOCIAL MEDIA COMMUNICATIONS

Regions considers "social media" to include any form of interactive online communication in which users generate and share content through messaging, images, audio, and/or video using platforms such as Facebook, Instagram, Twitter, LinkedIn, YouTube, TikTok, SnapChat and other similar services.

Only authorized Regions associates can engage in the business use of social media (i.e., conduct Regions' business over social media). Associates authorized to use social media for business purposes are required to adhere to the [Social Media Business Use Policy](#), applicable laws and regulations related to the business use of social media, any requirements established by their business group, and the [Social Media Personal Use Policy Guideline](#).

Associates who engage in the personal use of social media do so at their own risk. Regions expects all associates — whether they are using social media for business or personal purposes — to conduct themselves responsibly and cautions against inappropriate or illegal conduct that could subject you or Regions to legal liability or reputational risk. Whether or not you identify yourself as a Regions associate on social media, remember that others may do so. Because of this, you also should avoid acts of misrepresentation, and other misleading, unprofessional or rude conduct. Never disclose confidential and/or proprietary information via social media or any other online service or platform. Remember that Regions prohibits certain types of photographs and/or videos from being taken at Regions' facilities, so take care that any photos and/or videos you may post to social media or online do not include prohibited subjects or areas. Refer to the [Social Media Personal Use Policy Guideline](#) and the [Use of Recording and Video-Capable Devices Policy Guideline](#) for more information.



## USE OF PERSONAL ACCOUNTS FOR BUSINESS COMMUNICATIONS

Regions business communications should be made only through approved Regions channels. Associates should not communicate regarding Regions business using their personal email accounts or other personal communication applications (including but not limited to text messaging), unless specifically designated by Regions for business communications or approved by Information Security. For more information, refer to the [Associate Device Usage for Business Purposes Policy Guideline](#) and the [Electronic Communications and Computer Use Policy Guideline](#).

## FAIR DISCLOSURE

Regions is committed to providing timely, transparent, consistent and accurate financial and other information to the investment community and Regions' securityholders on a nonselective basis. All Regions associates and Directors are subject to Regions' [Fair Disclosure Policy](#), which prohibits associates, other than certain authorized spokespersons, from communicating with securities market participants in order to ensure that disclosure of Material, Nonpublic Information (MNPI) concerning Regions is made in compliance with securities laws and regulations.

Associates should inform Investor Relations of any presentations to securities market participants in advance of the presentation and refer all questions from securities market participants to the Investor Relations Department and/or the Chief Governance Officer, as appropriate.

Regions' Fair Disclosure Policy is also posted in the Governance section of the [Investor Relations webpage](#) at regions.com to enable securities market participants, Company shareholders and the media to further inform themselves regarding the Policy.

## OUTSIDE SPEAKING ENGAGEMENTS, PRESENTATIONS AND PANEL DISCUSSIONS

Prior to an associate delivering remarks and/or presenting materials at an outside speaking engagement or other event (other than those hosted by Regions) including, but not limited to, panel discussions, industry conferences, seminars, presentations (other than financial education and other presentations made and/or managed through Investor Relations, Community Affairs, Government Affairs or Sales Service & Performance Management), or news conferences or interviews (whether for publication in print or on websites or via electronic or social media such as podcasts and webcasts) not arranged through Corporate Communications (i) at which the associate will be identified as a Regions associate (using Regions' name, logo or other mark), or (ii) that is related to

Regions' business, such participation in the event must be preapproved both by an Executive Leadership Team member for the associate's business unit (or their specific designee) and by the Ethics Program Manager. Outside speaking engagements that are required by an associate's job responsibilities with Regions are excluded from this requirement. Questions regarding the applicability of this requirement can be directed to Human Resources, to the Associate Conduct Officer and/or to the Ethics Program Manager.

Associates should first discuss any outside speaking engagement opportunity with their manager. If your manager approves your participation, you must then complete and submit the [Outside Speaking Engagement Approval Request Form](#) at least thirty (30) days prior to the event (or as soon as possible if less than 30 days' notice is provided to the speaker). Copies of all materials to be presented, as well as any release or any assignment, transfer, waiver, or other disclaimer required by the sponsor of the event or for the publication of the materials should be attached to the form at the time it is submitted.

**Presentations to Securities Market Participants are governed by Regions' [Fair Disclosure Policy](#) and must be coordinated with Investor Relations. Presentations and their materials should never contain Material Nonpublic Information (MNPI) regarding Regions, or other confidential or proprietary information.**

The Ethics Program Manager will coordinate the review of the request with other interested parties and will communicate all approvals in writing. Associates should *never* agree to any terms or conditions with the sponsor or organizer of the event or regarding the publication of the materials prior to receiving written approval to participate. Failure to receive written approval for an outside speaking engagement may result in reputational and legal risk to the Company as well as discipline to the associate, up to and including termination of employment.

**NOTE:** If an event sponsor or other third party requests either (1) to use Regions' Marks in connection with an outside speaking event (such as for advertising or promotional purposes), or (2) to publish presentation materials containing Regions' Marks on a website or other electronic or social media, you **must** receive approval from the Trademark Approval Group. Trademark approval is not required for presentation materials if the only use of Regions' name is a statement of your employment at Regions. If any Regions logo is to be used, trademark approval is required.

To request trademark approval, complete the [Request for Use of Regions' Trademarks & Logos](#) form and submit it to [trademarks@regions.com](mailto:trademarks@regions.com).

# Insider Information

While performing your responsibilities at Regions, you may receive confidential information about Regions, our customers, vendors or suppliers, competitors and others, or about mergers, acquisitions, divestitures and other transactions that Regions is considering or pursuing. It is a violation of federal securities laws to purchase or sell shares or other securities of a company if you are aware of Material Nonpublic Information (MNPI) concerning that company at the time of the proposed transaction. “Material Nonpublic Information” is information that is both “Material” and “Nonpublic.”



*Information may be considered “Material” if there is a substantial likelihood that a reasonable investor would consider the information important in making a decision to buy, hold or sell shares or other securities. Any information that could be expected to affect a company’s stock price either positively or negatively should be considered Material.*

Information is considered “Nonpublic” if it has not been disclosed broadly to the marketplace (such as by press release or a public filing with the SEC) or if the investing public has not had time to fully absorb the information after it has been publicly disclosed. Release of information to the media or through public filings does not necessarily and automatically mean that the information is considered publicly available. To avoid the appearance of impropriety, as a general rule, information should not be considered

fully absorbed by the marketplace until the end of the trading day (generally, any business day on which the New York Stock Exchange is open for trading) following the day on which the information is released. You should refrain from trading in Company securities when in possession of such information until adequate time has passed.

The [Insider Trading Policy](#) outlines, in detail, the standards of conduct that apply to associates and Directors of Regions, and their related persons, whenever they are conducting certain securities transactions as described therein, whether such transactions are conducted for themselves or on behalf of others. Every associate and Director is expected to read and understand the [Insider Trading Policy](#) and to adhere to its provisions.

## **BUSINESS UNIT-SPECIFIC REQUIREMENTS**

Some business units have additional or supplemental guidelines, procedures or other requirements in addition to those in the [Insider Trading Policy](#). For example, certain associates who have regular access to Material Nonpublic Information of customers and other third parties in the course of their daily job duties are required to comply with additional requirements and restrictions regarding personal trading as set forth in the [Associate Investment Policy](#). Associates are responsible for knowing and abiding by any additional requirements of their business unit.

## **Anticompetitive Activities**

Antitrust laws prohibit agreements among competitors to restrict competition. Associates may not conspire with any of Regions’ competitors to fix prices, allocate markets, allocate customers or refuse to deal with particular suppliers or customers. When in contact with Regions’ competitors, associates must avoid discussing how Regions conducts its business. Associates must be particularly careful to avoid these discussions at social or business gatherings, such as trade association meetings or seminars.

# Conflicts of Interest



***A conflict of interest occurs when an associate's or a Director's personal or financial interests interfere or compete with Regions' interests.***

Conflicts of interest may arise when it appears that a person, entity or activity outside of Regions could influence an associate's or a Director's ability to act objectively with respect to Regions' business. Conflicts of interest may also arise when an associate or Director (or their immediate family member) is offered or receives personal benefits and/or preferential treatment that is intended to influence them regarding Regions' business.

***For purposes of this Code, "immediate family member" means any child, stepchild, parent, step-parent, legal guardian, spouse or domestic partner, siblings (including step and/or half siblings), mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and any person sharing your household.***

Associates and Directors are responsible for avoiding situations that give rise to conflicts of interest, including situations where there may only be the appearance of a conflict of interest. It is difficult to identify every situation in which a conflict of interest could arise but some common situations include the offer/receipt of gifts and other items

of value, outside employment and other outside business and/or investment activities, leadership positions in both for-profit and non-profit entities, accepting inheritances and fiduciary appointments, family and other personal work relationships, conducting personal bank transactions, performing service and/or maintenance on personal accounts, and participating in certain political activities.

## **BUSINESS UNIT-SPECIFIC REQUIREMENTS**

Some Regions business units have supplemental requirements regarding conflicts of interest, including the offer/acceptance of gifts and other items of value and participation in outside activities, which may require additional reports or approvals or are more restrictive than the requirements in this Code. You are responsible for knowing and abiding by the applicable requirements of your business unit.



## **ADDITIONAL RESPONSIBILITIES OF CORPORATE DIRECTORS AND OFFICERS**

Directors are subject to additional laws governing conflicts of interest that might arise in connection with investments. Further, Section 16 of the Securities Exchange Act of 1934 has provisions specific to Directors and designated executive officers regarding certain registered equity securities transactions. Regions' Directors and designated executive officers who are subject to such requirements receive separate communications which outline these obligations and restrictions in more detail.

## **Anti-Bribery and Anti-Corruption**

As stated in the [Anti-Bribery and Anti-Corruption Policy](#), Regions requires all business activity be conducted in an honest and ethical manner, with a zero-tolerance approach to bribery and corruption. Regions further expects and requires compliance with the U.S. Foreign Corrupt Practices Act, the Bank Bribery Act and other laws and regulations related to anti-bribery and anti-corruption.

The Bank Bribery Act makes it a federal criminal offense for you to corruptly give or offer, or to corruptly accept or agree to accept, anything of value to/from anyone intending to influence or be influenced or to reward or be rewarded in connection with Regions' business. Violations of the Bank Bribery Act are punishable by imprisonment and/or significant fines.

It is critical that all Regions associates conduct business strictly on the value of the products and services we provide or purchase and not on the value of any gifts, entertainment, meals or other items of value we may receive or give. With respect to all offers of gifts, entertainment, travel, meals, refreshments, or other items of value that involve customers, consultants, vendors or suppliers and even other associates, you must always be vigilant in considering the motive behind the offer.

You should not accept gifts, services or other items of value from a customer or vendor or supplier who is actively negotiating, re-negotiating or bidding for business with Regions. Certain meals and refreshments provided in conjunction with business presentations or discussions may be acceptable. Regardless, you may **never** offer or accept gifts, entertainment, travel, meals, refreshments, or other items of value or forms of compensation to/from anyone, including other associates, when the motive or intent is to influence a business decision. If you feel any offer is intended to influence a business decision, you must contact the Ethics Program Manager as soon as possible.

## Gifts and Other Items of Value

*We are in a relationship business and building relationships is important to our continued success. Business gifts and entertaining and having meals with customers, consultants, vendors or suppliers (or prospective customers, consultants, vendors or suppliers) are common business practices that can be properly used to build relationships. However, they can also be misinterpreted or give the appearance of something improper even when there is no improper intent.*



You should **never** offer or accept a gift or any other item of value in exchange for a business decision or if doing so would appear to obligate either the offeror or the recipient with respect to a decision involving Regions' business. Note that an "item of value" may include discounts on products or services that are not available to other members of the general public (or to all Regions associates), stock options, and offers of employment or consulting opportunities for you or an immediate family member.

Questions concerning the appropriateness of any gift, entertainment, meal, or other item of value should be submitted to [CodeOfConduct@Regions.com](mailto:CodeOfConduct@Regions.com). You may also contact the Ethics Program Manager or the Associate Conduct Officer with questions or concerns.

You may accept a gift from or give a gift to a customer, consultant, vendor or supplier (or prospective customer, consultant, vendor or supplier) **only** if:

- (1) the gift's value does not exceed \$200, or \$25 in the case of gift cards or gift certificates for use at specific establishments;
- (2) it was not solicited;
- (3) it is an occasion when gifts are customary;
- (4) the gift is not in cash or in cash equivalents (gift cards that are not tied to a specific retailer are prohibited);
- (5) other gifts are not frequently offered to or given by the same source;
- (6) there was no intent to influence a business decision; and
- (7) no state banking department employees, government officials or labor organizations are involved, except as specifically allowed below.

You may accept gifts of a greater value from family or personal friends with whom you have a non-business relationship provided the offer is clearly based on your personal relationship and there is no intent to influence a business decision.

You may accept non-monetary prizes or promotional gifts that are either provided to all participants at an industry or vendor or supplier seminar or conference, or awarded in a random drawing or other contest where all participants have an equal chance of winning at an event sponsored by an industry trade association or by current or prospective consultants, vendors or suppliers or customers.

Exceptions to these requirements (other than as to state banking department employees, government officials or labor organizations) may be made to allow or encourage associates and/or Directors to participate in or attend events if Regions and/or a significant customer, consultant, vendor or supplier sponsors an event, and attendance at or participation in the event is important to Regions and/or to maintaining Regions' relationship with the customer, consultant, vendor or supplier. Exceptions for executive-level officers may only be approved by the Chief Human Resources Officer. Exceptions for all other associates must be approved by the Associate Conduct Officer.

## MEALS, REFRESHMENTS, ENTERTAINMENT, TRAVEL AND ACCOMMODATIONS

*You may accept meals, refreshments, entertainment, travel and/or accommodations from family or personal friends with whom you have a non-business relationship provided the offer is clearly based on your personal relationship and there is no intent to influence a business decision.*

You may accept offers of meals, refreshments, entertainment, travel and/or accommodations from customers, consultants, vendors or suppliers (or prospective customers, consultants, vendors or suppliers) **only** if:

- (1) you do not solicit the offer;
- (2) the customer, consultant, vendor or supplier, as host, is present at the event;
- (3) the level of expense is reasonable and customary in the context of your position with the Company;
- (4) the purpose of the event is to foster business relationships or to have bona fide business discussions;
- (5) the frequency of invitations from the source is not excessive;
- (6) there is no intent to influence a business decision; and
- (7) any offers of travel and/or accommodations are **pre-approved** as required below.

An offer of entertainment, meals, travel and/or accommodations where the offeror is **NOT** present is considered to be a gift and will be subject to the requirements regarding the offer and acceptance of gifts and other items of value.

You **may not** accept offers of **travel and/or accommodations** unless specifically approved in advance of the event both by the Executive Leadership Team member for your business unit (or their specific designee) and by the Ethics Program Manager. The Chief Executive Officer must obtain such approval from the Chief Legal Officer and the Ethics Program Manager. To request approval, complete and submit the [Travel and Accommodations Approval Request Form](#). Approval shall only be given when restrictions (1) through (7) above are satisfied **AND** Regions would have otherwise paid for the travel and accommodations as a reasonable business expense.

## DECLINING GIFTS AND OTHER ITEMS OF VALUE

Any associate offered any gifts, meals, refreshments, travel, accommodations, entertainment and/or other items of value prohibited by this policy must decline the same and immediately report the matter to the Ethics Program Manager using the [Gift, Entertainment, Travel or Accommodations Declination Disclosure Form](#).

The Ethics Program Manager shall keep a contemporaneous written record of all disclosures regarding gifts, meals, refreshments, travel, accommodations and/or entertainment.

## Additional Legal Restrictions on Gifts and Other Items of Value

### GOVERNMENT OFFICIALS

Federal, state, foreign and many local jurisdictions have established laws restricting the provision of gifts, meals, entertainment, transportation, lodging or other items of value to government officials. Depending on the jurisdiction, the term “government official” can include not only elected and appointed officials, but also employees of the legislative, executive, or judicial branches of federal, state and local governments, employees of government agencies and other entities, and spouses and other members of a government official’s family.

As a general rule, approved promotional items of a nominal value, such as pens, caps or keychains, may be provided to a government official if reasonable and customary for the occasion **unless** prohibited by applicable federal, state or local laws. This rule does **NOT** apply to state banking department employees.

**Business expenses related to certain interactions with government officials must be recorded in the Associate Expense Management system before they can be reimbursed. A field entitled “Government Official Related” is located in the expense report and requires a “Yes/No” response. Associates should reference the [Anti-Bribery and Anti-Corruption Policy](#) and the [Associate Expense Reimbursement Policy](#) for additional information.**

The specific restrictions regarding the provision of gifts and other items of value to government officials vary from jurisdiction to jurisdiction. All Regions associates and Directors are required to fully comply with all applicable laws regarding the provision of gifts and/or other items of value to government officials. [Guidance for Interacting with Government Officials](#) is available on Regions’ internal website for associates who work or otherwise interact with government officials. Questions regarding interactions with government officials should be addressed first to your manager and, if needed, to your business unit risk partner.

In addition, the U.S. Foreign Corrupt Practices Act outlines serious provisions against bribery, including the payment, or promise of payment, of anything of value to a foreign official (including any person employed by or representing a foreign government, a foreign political party, a public international organization, as well as candidates for foreign office) with the intent to improperly influence the recipient’s behavior or gain an illegitimate advantage. Any such payments made indirectly through a consultant, contractor or other intermediary also are prohibited.

Under no circumstances may you offer anything of value to a foreign or domestic government official for the purpose of influencing the recipient to take or refrain from taking any official action with regard to Regions, or to induce the recipient to conduct business with Regions.

### LABOR ORGANIZATIONS

The Labor-Management Reporting and Disclosure Act (LMRDA) requires all U.S. employers, including Regions, to report any gift, meal, entertainment, payment or loan of money (whether direct or indirect), or other thing of value (including but not limited to fee waivers or favorable terms on loans and/or deposit products, and reimbursed expenses) provided to any labor organization or any officer, agent, shop steward, or other representative of a labor organization unless a specific exemption is available. Civil and criminal penalties may be assessed for failure to comply with the LMRDA.

Under no circumstances may you offer anything of value to an official or representative of a labor organization for the purpose of influencing the recipient to take or refrain from taking any official action with regard to Regions, or to induce the recipient to conduct business with Regions.

All gifts, meals, entertainment or other benefits provided to labor organization officials or representatives must be reported to Accounting Operations Shared Services using the [LMRDA Form](#) located on Regions' internal website.

### HIGHER EDUCATION EMPLOYEES

Regions and its associates shall not provide, directly or indirectly, anything of value to any institution of higher education, or its employees, directors or agents, in exchange for any advantage or consideration provided to Regions or Regions' higher education loan activity, including but not limited to placement on any institution of higher education's Preferred Lender List. This prohibition shall also include, but not be limited to, (i) "revenue sharing" with an institution of higher education; (ii) providing an institution of higher education with any product for which the institution pays below market prices; (iii) providing printing costs or services; and (iv) providing benefits to any institution of higher education or any institution's students for a particular type of loan in exchange for placement on any institution's Preferred Lender List.

### SPONSORSHIPS AND TICKET USAGE

Regions sponsors certain entertainment venues, events and organizations within our markets to entertain customers through the use of event tickets and/or hospitality passes. Associates who are contacted by a customer, vendor or other

third party regarding a potential sponsorship opportunity should contact their [Community Relations Officer](#) and/or the [Geography Marketing Strategist](#) for their area.

Associates who entertain customers and vendors or suppliers (or prospective customers or vendors or suppliers) at a Regions-sponsored venue or event must fully comply with all sections of this Code and all applicable laws, including all anti-bribery and anti-corruption laws, and Company and/or business-unit restrictions regarding offering items of value to government officials and other third parties.

## Outside Activities

**Associates must be sensitive to any activities, interests or relationships that might conflict with, or even appear to conflict with, their ability to act in the best interests of Regions or that might create reputational risk. Regions requires associates to receive approval prior to engaging in outside activities.**



When participating in any outside activity, take care that your actions do not imply Regions is sponsoring or supporting any political party, charitable endeavor, civic organization, religious organization or similar outside organization. Further, associates should regulate their activities to mitigate reputational risk, to avoid real or perceived conflicts of interest and to avoid activities that interfere with their Regions duties.

**DUE TO THE NATURE OF CONFLICTS OF INTEREST, IT IS IMPOSSIBLE TO LIST ALL PROHIBITED ACTIVITIES. AS A GENERAL RULE, ASSOCIATES SHOULD NOT BE INVOLVED IN OUTSIDE ACTIVITIES THAT:**

- Significantly detract from their time or attention at work
- Adversely affect the quality of their work
- Compete with Regions or use Regions' confidential and/or proprietary information
- Involve any significant use of Regions' equipment, facilities or supplies
- Require or imply Regions' sponsorship or support (unless authorized by an appropriate officer)
- Harm or potentially harm Regions' reputation

Examples of outside activities that may present conflicts of interest include, but are not limited to:

- Outside employment and second jobs, including starting or owning your own business
- Certain business and investment activities and ventures, including the formation of partnerships, LLCs, corporations or other entities for the purpose of performing business or investment activities or transactions
- Business and investment activities involving customers and vendors or suppliers, including ownership interests in family-owned businesses
- Board memberships and other leadership positions (such as an officer, director or committee chair) with for-profit organizations as well as charitable, civic and non-profit organizations (excluding organizations with which Regions has a contractual or similar right to fill the position)

Additional information about participation in outside activities can be found in the [Outside Activities and Employment Policy Guideline](#).

#### OUTSIDE ACTIVITY APPROVAL PROCESS

Associates must receive express approval from their manager and the Office of Associate Conduct prior to engaging in any activity that may present a conflict of interest or create reputational or other risk to Regions. To request approval, complete and submit the [Outside Activities Approval Request Form](#), which is located on Regions' internal website.

The decision to approve an outside activity request will be made by the Office of Associate Conduct in consultation with management. All decisions will be communicated in writing. It is within Regions' sole discretion to approve or disapprove participation in outside activities.

If a previously approved outside activity is later determined to involve an actual conflict of interest that presents undue risk to Regions, Regions retains the right to revoke the approval and reasonably work with the associate to address actions that must be taken before the associate may continue with the activity, if at all.

Approvals for outside activities with unlimited terms of service **expire after two (2) years**, and re-approval via the [Outside Activities Approval Request Form](#) must be obtained to continue participation in the activity for any period of time beyond the initial two years. For outside activities with established term limitations or other limitations on the dates of service, re-approval is required only if you will serve another term. Note that renewal reminders are not provided; it is each associate's responsibility to reapply for approval.

It is within Regions' sole discretion to prohibit any activity Regions determines places the Company at risk. Further, it is within Regions' sole discretion to discipline associates, up to and including termination, for personal or outside conduct that results in a perceived or real conflict of interest.

#### OUTSIDE EMPLOYMENT



***Because of the potential for conflicts of interest, associates must obtain approval via the [Outside Activities Approval Request Form](#) before accepting or starting work outside of Regions, including starting your own business.***

Regions has determined that the following types of outside employment/second jobs are generally prohibited because they present a conflict of interest:

- Employment, including self-employment, that involves preparing, auditing or certifying statements or documents relating to Regions' business, including but not limited to, serving as a paid notary.
- Employment by certain securities firms, financial services firms or public utility holding companies.
- Employment, including self-employment, as a broker, contractor or agent who engages in real estate transactions (including negotiating or selling real estate or mortgages for others, appraising property or acting as a collection agent).
- Employment, including self-employment, that involves providing tax advice or counseling or tax return preparation. This prohibition does not extend to associate participation in the IRS's Volunteer Income Tax Assistance (VITA) program.
- Employment, including self-employment, as an attorney, accountant, financial advisor or investment counselor, insurance agent or broker, or that involves providing financial education.
- Employment, including self-employment, or otherwise serving as a paid or unpaid consultant or advisor for any entity that could be seen as a competitor to Regions or that could potentially divert business opportunities from Regions.

## OUTSIDE BUSINESS AND INVESTMENT ACTIVITIES

Because of the potential for conflicts of interest, associates and Directors should not use their position at Regions to endorse or promote their personal business or investment activities or take any business action that provides personal or financial benefit to them or an immediate family member at the expense of Regions.

Due to conflicts of interests, associates are generally prohibited from engaging in the following outside business activities:

- Buying assets from, or selling assets to, Regions or any account for which Regions acts as a fiduciary.
- Buying property (either directly or through a family member or other third party) that Regions acquired through foreclosure or repossession. Associates should conduct proper due diligence on properties they intend to purchase to avoid this situation.
- Representing another company in its dealings with Regions, which may include being a signatory on an account for a company that conducts business with Regions' customers.
- Purchasing any property (either directly or through a family member or other third party), including real estate, knowing that Regions intends to purchase it.
- Using Regions property, corporate time, internal systems or processes or other proprietary or confidential information (or your knowledge regarding any of these) for personal gain other than in the performance of your job.

Some, but not all, of the types of outside business and investment activities that require pre-approval because of the potential for conflicts of interest are as follows:

- If you represent Regions in its dealings with an entity that is a Regions vendor or supplier or a customer, you must obtain approval before investing in the entity, or before continuing to hold an investment in an entity once it begins doing business with Regions.
- Any business relationship or proposed business transaction between Regions and any company in which you or an immediate family member has a direct or indirect interest, from which you or an immediate family member may derive a benefit, or where an immediate family member is employed, if such a relationship or transaction might give rise to the appearance of a conflict of interest.
- Owning a material interest in the securities of any competitor, or of a customer, vendor or supplier,

service provider or other entity doing business with Regions, including family-owned businesses. "Securities" include stocks, bonds, partnership and other ownership interests. An associate is considered to have a "material interest" in an entity when the associate directly or beneficially owns five percent or more of the securities of the entity or securities of the entity having a fair market value of \$500,000 or more. An associate "directly owns" securities that are registered in their name or in the name of a broker or nominee. An associate "beneficially owns" securities that are held for their benefit in a partnership, trust, profit sharing plan or other entity, or in the name of an immediate family member.

- Investing in a vendor or supplier or a customer's business or soliciting investments on behalf of a customer or a vendor or supplier (or potential customer or vendor or supplier).

Associates who participate in approved outside business and/or investment activities with a Regions customer (1) should not attempt to influence or take part in any decision at Regions that may result in the obtaining of a special benefit by the customer; (2) should not participate in loan approval decisions or other business decisions regarding the customer; and (3) may not service the customer's accounts.

Outside business activities involving a Regions vendor or supplier, including but not limited to investments in a vendor or supplier and/or service on a board or other leadership position for a vendor or supplier, may require additional approval from Third Party Risk Management.

## BOARD MEMBERSHIPS AND OTHER LEADERSHIP POSITIONS

*Regions encourages associates to participate in non-profit and civic organizations as board members and in other leadership positions, such as officer or committee chair. Regions also supports those associates who have the opportunity to serve as board members or in other leadership roles of for-profit businesses and organizations, including family-owned businesses.*



However, because of the potential for conflicts of interest and other risks to Regions, approval of your manager and the Associate Conduct Officer via the [Outside Activities Approval Request Form](#) is required before you may serve in these roles.



**Associates who serve as officers, partners or directors of an outside entity should act with caution to avoid an actual or perceived conflict of interest between the outside entity and Regions.**

When serving in this capacity, associates should adhere to the following:

- Do not attempt to influence or take part in any vote or decision which may lead to the use of any Regions product or service by the outside entity or result in the obtaining of some special benefit by Regions.
- Do not attempt to influence or take part in any decision at Regions that may result in the obtaining of a special benefit by the entity. If the entity is a Regions customer or a vendor or supplier, you should not participate in loan approval decisions or other business decisions regarding the entity.
- Ensure that the outside entity conducts its affairs lawfully, ethically and in accordance with prudent management and financial practices.
- Comply with any additional Regions' requirements relating to service to the outside entity.

## TRADE ORGANIZATIONS

Regions is a member of national trade organizations, such as the American Bankers Association and the Consumer Bankers Association, as well as smaller, more specialized trade organizations. Regions encourages associates to participate in these organizations and to serve in leadership roles. However, many trade organizations participate in issue advocacy and other lobbying activities, which can trigger federal reporting requirements for Regions.

Associates who represent Regions in these organizations by serving as an officer, board member or committee chair, or who engage in political advocacy or political advocacy decision-making for a trade organization must disclose these activities annually to the Office of Associate Conduct and Government Affairs via the [Outside Activities Approval Request Form](#).

## SERVING AS AN EXPERT OR CONSULTANT

The expertise you develop in the course of your employment may provide opportunities to participate in outside activities as a paid or unpaid expert or consultant.

However, serving as an expert witness or consultant in litigation, arbitration or similar proceedings (other than on behalf of Regions) or as a paid or unpaid consultant in a position that is similar in nature to your role at Regions, or that would require you to provide another organization (including an expert network that conducts professional research for the investment industry) with knowledge or information you obtained while working in your current role at Regions, could create the appearance of a conflict of interest.

Because of this, any opportunities to serve as an expert or consultant (whether paid or unpaid) that are not otherwise prohibited by this Code must be approved by your manager and the Associate Conduct Officer via the [Outside Activities Approval Request Form](#).

If approved to serve as an expert or consultant, you should not use or distribute materials or products developed as part of your responsibilities with Regions or that otherwise contain Regions' confidential and/or proprietary information. You must ensure that you are in compliance with Regions' [Fair Disclosure Policy](#) and/or other Company requirements regarding external communications.

## Bequests, Inheritances, and Fiduciary Appointments

Because of the potential for conflicts of interest, you must seek approval from your manager and the Associate Conduct Officer via the [Outside Activities Approval Request Form](#) before accepting an appointment or continuing to act as a fiduciary or co-fiduciary of any estate, trust agency, guardianship or custodianship account of a Regions customer. You do not need to seek approval if the appointment is part of the regular and proper discharge of your job responsibilities at Regions. If you are approved to serve as a fiduciary or co-fiduciary for a customer, you may not service that customer's accounts at Regions.

Similarly, you should not agree to be named as a beneficiary in a customer's will or trust instrument or accept an inheritance or bequest from a customer (other than immediate family members). An exception to this prohibition may be made by the Associate Conduct Officer in certain situations if you have never dealt with the customer as a representative of Regions or it is otherwise clear that the bequest is based on a personal relationship that was established outside of your role at Regions. To request an exception from the Associate Conduct Officer, submit the [Outside Activities Approval Request Form](#) immediately upon learning of the bequest.

If you are named as a beneficiary in a prohibited situation or your request for an exception is denied, you must decline the bequest and immediately report the matter to the Ethics Program Manager using the [Gift, Entertainment, Travel or Accommodations Declination Disclosure Form](#).

# Self-Dealing



*Self-dealing occurs when an associate or Director appears to put their own personal or financial interest, or the interest of immediate family members or others with whom they have a close personal or familial relationship, above the interest of Regions.*

All Regions associates and Directors should avoid engaging in these activities because they are or give the appearance of a conflict of interest.

Examples of activities that Regions considers to be prohibited self-dealing are as follows:

- Personally extending credit to a Regions customer or any person (other than an immediate family member) who has applied for and was denied credit by Regions.
  - Representing Regions in any activity requiring the associate's judgment or discretion that affects a person or entity with which the associate has a material family, financial or other close personal relationship.
  - Signing on a customer's account, acting as deputy or co-lessee of a customer's safe deposit box, acting as a customer's power of attorney, or otherwise representing customers. This prohibition does not include immediate family members.
  - Accessing customer account information without a valid business need to do so. You should not use Regions' internal systems to access information regarding accounts on which you are a signatory or accounts for entities in which you have a material management, ownership or personal financial interest. Never use Regions' internal systems to access information regarding accounts of immediate family members and other persons with whom you have a close personal or familial relationship, or other accounts in which you have a personal interest. Associates should use the same methods available to Regions' customers (including online and mobile banking and ATMs) to access information regarding their personal accounts.
- Improperly influencing an associate over whom a supervisor has managerial responsibility to perform any action that would otherwise be prohibited by this Code.
  - Processing bank transactions or conducting service or maintenance for your own personal accounts, the accounts of immediate family members and other persons with whom you have a close personal or familial relationship, or other accounts in which you have a personal interest or on which you are an authorized signer or have a material management, ownership or personal financial interest. Specifically, this includes, but is not limited to, opening accounts, accepting deposits, withdrawal of deposits, refunding, reversing or waiving fees, transferring funds, ordering debit or credit cards, entering loan or credit applications, approving or increasing credit lines or loans, and cashing checks. Associates must conduct transactions for their personal accounts using the same methods available to other Regions customers (including online or mobile banking, ATMs or having the transaction processed by an impartial associate).
  - Borrowing from customers, suppliers or other persons or companies that do business with Regions, except those engaged in lending in the usual course of business and then only on terms offered to others under similar circumstances, and under no circumstances in connection with a transaction of Regions.

## FAMILY AND PERSONAL EMPLOYMENT RELATIONSHIPS

*Family and personal relationships between associates can be perceived as a conflict of interest.*

Because of this, as a general rule, Regions does not allow associates who are related or in a personal relationship to work in the same department or reporting structure if one associate has the authority to influence the employment of or otherwise affect the employment opportunities of the other. This includes directing business opportunities to the related associate; approving, reviewing, or processing the work of the related associate; or having responsibility for monitoring or auditing a related associate's work or performance. Associates who have family or personal relationships with other associates should disclose those relationships to management and/or Human Resources so that appropriate steps can be taken to mitigate any risks. For additional information see the [Employment of Relatives Policy Guideline](#) and the [Personal Relationships in the Workplace Policy Guideline](#).



## DUTY TO REGIONS REGARDING CORPORATE OPPORTUNITIES

You owe a duty to Regions to advance its legitimate interests when the opportunity to do so arises. You shall not take for personal use or gain (or take for the use of gain of others) any information or business opportunity learned of during the course of serving Regions or through use of Regions' property, or otherwise as a result of your position with Regions.

## OFFERING PROFESSIONAL ADVICE AND PROVIDING PROFESSIONAL REFERRALS OR RECOMMENDATIONS

*At times, you may be asked by a customer to provide legal, accounting, investment, or tax advice, or recommendations for these and other similar professional services.*



*Unless your role and responsibilities at Regions require you to provide these services, you should never offer legal, investment, accounting or other professional advice or opinions to customers.*

You may recommend outside professionals for these services if at least three (3) selections are given and you do not attempt to influence the customer's ultimate decision. You should not make recommendations that will provide personal gain or benefit to you or an immediate family member. Attorneys, accountants and other professionals used by Regions may be included among the recommendations, but no preference should be expressed for or against those individuals.

This section does not apply to situations where Regions lawfully requires or recommends another firm for use in connection with a business transaction between Regions and a customer or service provider. You may refer Regions' affiliated companies as a general recommendation without providing several selections.



## Political Organizations and Activities

*Regions recognizes and believes in the importance of all citizens taking an active interest in our political and governmental processes.*

Regions associates are encouraged to participate in political activities, provided that such participation complies with all state and federal election and ethics law and does not unduly interfere with your duties as a Regions associate. Care should be taken that your actions do not imply Regions is sponsoring or supporting any political candidate, ballot initiative, party or other political cause. Further, you should regulate your activities to mitigate reputational risk and to avoid real or perceived conflicts of interest.

### OBTAINING PERMISSION FOR POLITICAL ACTIVITIES

Associates who wish to seek election or appointment to a political office must obtain approval from their manager, Government Affairs, and the Associate Conduct Officer. To request approval complete and submit the [Outside Activities Approval Request Form](#). Associates must also submit the [Outside Activities Approval Request Form](#) before serving in statewide or national leadership positions, as well as certain local leadership positions, with political organizations. All requests are reviewed to assess the potential for conflicts of interest and/or reputational risk. It is within Regions' sole discretion to approve or disapprove an associate's request to seek election or appointment to public office.

This form must be resubmitted every two years to maintain approval of any ongoing political activity or position that does not have an established term of service. For service in political positions or offices with established term limitations, the form should be resubmitted only if you seek to serve another term.

### USE OF CORPORATE RESOURCES TO SUPPORT CANDIDATES OR BALLOT INITIATIVES

Contributions of Regions' corporate funds to support candidates and ballot initiatives absolutely are prohibited except as set forth below and in the [Statement on Political Contributions](#).

Regions is prohibited by law from making contributions or expenditures in connection with any federal and some state elections. Regions may make corporate contributions in states where permissible under law. Regions does not make contributions to single issue political entities organized under Section 527 of the Internal Revenue Code or to special interest lobbying groups organized under Section 501(c)(4) of the Internal Revenue Code to support political activities, even when legally permissible. Regions will disclose semi-annually its independent expenditures and corporate political giving on the Government Affairs page of [regions.com](#).

The Regions Political Action Committee ("Regions PAC"), which

**REGIONS**PAC

is voluntarily funded by eligible Regions associates, makes contributions to certain political campaigns and initiatives in accordance with federal and state laws and regulations. From time to time, Regions may present you the opportunity to make personal contributions through payroll deductions to the Regions PAC. All exempt associates are eligible to be solicited for contributions. All contributions are voluntary, and the decision to contribute, or not to contribute, is entirely at your discretion, and will have no effect on your job.

Other than with respect to the activities of the Regions PAC and events sponsored by the Regions PAC, candidate or other political information should not be distributed on Company property or using Company resources. To avoid even the appearance of corporate sponsorship or endorsement, neither Regions' name nor address should be used in mailed material or solicitations, nor should Regions be identified in any advertisement or literature relating to a political campaign or initiative. All materials relating to the Regions PAC and to events sponsored by the Regions PAC should use only the Regions PAC logo, name and address.

### PERSONAL SUPPORT OF POLITICAL CANDIDATES AND CAUSES

*If you are personally involved in political activities, you act solely as an individual and not as a representative of Regions.*



Your individual participation in election campaigns or other political activities must be undertaken in off-duty hours and at your own expense without any use of Regions' facilities, equipment or resources. You should not solicit Regions' customers or vendors or suppliers for donations or other support of your personal political causes or campaigns.

You are free to make your own choice concerning financial support of any political party, candidate, or cause. However, you are also responsible for ensuring that your provision of financial support complies with applicable state and federal election laws and regulations. Your individual decision to provide financial support to a political candidate, campaign or other political cause will not be reimbursed from corporate funds.

Political contributions for the purpose of influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with Regions are **strictly prohibited**.

If your job duties involve contacting local, county, state or other government officials regarding business opportunities for Regions, you are responsible for ensuring that any personal contributions to elected officials are in compliance with applicable state and federal election and ethics laws and regulations as well as any additional applicable requirements of your business unit.

### SEEKING PUBLIC OFFICE AND SERVING AS A PUBLIC OFFICIAL

Regions supports the desire of associates to serve the public in an elected or appointed office where such service does not create a conflict of interest or unacceptable reputational risk for Regions. Associates who seek and/or serve in elected or appointed office do so as individual citizens and not representatives of Regions.

If the performance of your official duties or running for public office conflicts with the performance of your normal job duties for Regions during regular business hours, you must comply with all personal time off and leave requirements of Regions. You may not use Regions' corporate resources in any way in connection with your campaign for or service as a public official. You must not take phone calls at work regarding your political campaign or position or use Regions' materials, such as Company letterhead, or Company technologies, such as computers, e-mail, copiers and fax machines to support or benefit your political campaign or position.

## Sales Practices

Banking is a relationship business that is built on a foundation of integrity and trust. To build that foundation, we must focus on our customers and do what is right for them 100% of the time. Regions' definition of "doing what is right" is consistently applying the needs-based approach to serving our customers, and our associates working together as a team to understand our customers' needs and help them achieve their financial goals.

*Regions associates are required to provide clarity and transparency when interacting with our customers to help them make educated decisions about the products and services that best fit their needs.*

Regions has requirements in place regarding sales practices and interactions with Regions' customers and prospective customers. Failure to abide by these requirements can create misunderstanding and confusion for our customers, and can potentially create reputational, compliance and even legal risk for Regions.

Inappropriate sales practices — those that are not in the best interest of our customers, not aligned with our needs-based approach or conducted for personal gain — are strictly prohibited and will result in disciplinary action up to and including termination.

If you are aware of any associate who is engaging in inappropriate sales practices, you should immediately report the conduct to your supervisor, Human Resources at 1-877-562-8383 or via [Help](#), or by using the Report It! Hotline at 1-888-270-5934 or the [Report It! Website](#). Customer complaints that identify inappropriate sales practices should also be entered into the [CCC Database](#).

## Incentive Programs

Associates are prohibited from using business and sales practices that abuse the intent and spirit of Regions' incentive programs. Any associate who manipulates or attempts to manipulate incentive results for personal gain at the expense of customers, other associates, or Company objectives will be subject to appropriate disciplinary action, up to and

The intent of Regions' incentive programs is to justly reward high-performing sales, service and support teams.

including termination of employment. Associates are expressly prohibited from establishing incentive plans or practices, or from otherwise offering incentives of any type whatsoever, other than those specifically allowed by Regions' incentive programs.

Associates aware of unethical incentive program practices are expected to report any such activity to their supervisor, Human Resources, at 1-877-562-8383 or via [Help](#), or by using the Report It! Hotline at 1-888-270-5934 or the [Report It! Website](#). Customer complaints that identify unethical incentive program practices should also be entered into the [CCC Database](#).

## Integrity of Corporate Records and Public Disclosure

***Accurate and reliable business and financial recording and reporting are of the utmost importance in meeting our financial, legal and business obligations and to provide an accurate accounting of Regions' performance to our shareholders, regulators, customers and associates.***

It is Regions' practice to provide accurate and timely disclosures in all reports and documents filed with, or submitted to, the SEC. Regions further requires that its financial and other reporting fairly presents the financial condition, results of operations and cash flow of the Company and complies in all material respects with applicable laws, and governmental rules and regulations, including generally accepted accounting principles and applicable rules of the SEC, the New York Stock Exchange, the Financial Industry Regulatory Authority and other regulators.

All associates, executive officers, and Directors who are involved in the disclosure process (including the preparation of such reports and documents and in preparation of information included in such reports and documents) are responsible for acting in furtherance of all Company disclosure requirements and must discharge his or her responsibilities diligently.



***In particular, associates are required to maintain familiarity with the disclosure requirements applicable to the Company and are strictly prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors or investors.***



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