

**REGIONS FINANCIAL CORPORATION
REGIONS BANK
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Boards of Directors (the “Board”) of Regions Financial Corporation and Regions Bank (collectively, the “Company” or “Regions”) to: (a) identify individuals qualified to become Board members and to recommend to the Board Director nominees for the next annual meeting of shareholders; (b) assist the Board in establishing and maintaining effective corporate governance policies and practices, including developing and recommending to the Board a set of corporate governance principles applicable to the Company; (c) exercise general oversight with respect to corporate governance; (d) lead the Board and its committees in reviewing the Company’s activities and practices regarding environmental, social, and governance (“ESG”) matters of significance to the Company; and (e) perform such other duties and responsibilities enumerated in and consistent with this Charter.

Committee Membership

1. The Committee shall consist of a minimum of three (3) members of the Board, with the exact number to be fixed from time to time by the Board. Each Committee member shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”) and other applicable laws, rules, and regulations governing independence, as determined by the Board in accordance with its business judgment.
2. Members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board.
3. The Board shall designate a Chair for the Committee. In the absence of the Chair at any meeting of the Committee, the members of the Committee may designate one of its members to serve as the Chair of the meeting.

Committee Meetings and Structure

1. The Committee shall meet as frequently as the Committee deems necessary, but not less than three times per year, and fully document and maintain records of its proceedings.
2. To the extent permitted under applicable laws, regulations and NYSE rules, the Committee may form one or more subcommittees and delegate to such subcommittees all or a portion of the Committee’s authority, duties, and responsibilities. The Committee also may establish such rules as it determines necessary or appropriate for its business.

3. At the Committee's discretion, members may meet in executive session at any meeting of the Committee. In executive session, the Committee may meet with or without representatives of management present or with such representatives of management as the Committee may deem appropriate. The Committee may request any officer or associate of the Company to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
4. The Committee shall have direct access to, and complete and open communication with, management and associates and may obtain advice and assistance from internal legal, accounting, or other advisors to assist it in fulfilling its duties and responsibilities. Additionally, in the course of performing its duties and responsibilities, the Committee also is authorized to select, retain, terminate, and approve the fees and other retention terms of independent legal, accounting or other advisors (including, without limitation, search firms) as it deems appropriate, without seeking approval of management or the Board. The Company shall be responsible for all related costs or expenses so incurred.
5. In the event of a tie vote on any issue, the Chair's vote shall decide the issue. In the absence or disqualification of any member of the Committee from voting at any meeting of the Committee, the remaining member or members thereof present at such meeting and not disqualified from voting, whether or not the remaining member or members constitute a quorum, may unanimously appoint another member of the Board to act at such meeting in the place of any such absent or disqualified member, provided that such Board member meets the eligibility and independence requirements of the SEC and NYSE as pertaining to the Committee.
6. Except as set forth herein, the Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Committee Authority and Responsibilities

The Committee will have the following authority and responsibilities relating to the Company and its subsidiaries, as applicable:

1. Identify, consider, and evaluate individuals believed to be qualified to become Board members for recommendation to the Board. In recommending candidates to the Board, the Committee shall consider and assess candidates consistent with criteria set forth in the Corporate Governance Principles approved by the Board upon recommendation of the Committee (the "Corporate Governance Principles"). The Committee shall consider all pertinent issues and factors bearing on the qualifications of candidates in light of such criteria. The Committee oversees the Board's succession planning process.
2. Recommend to the Board the Director nominees for election at the next annual meeting of shareholders or, if applicable, at a special meeting of shareholders. When making such recommendations to the Board, the Committee shall take into consideration best practices with respect to board refreshment and consider all candidates without regard to the source

of their recommendation or nomination. The Committee evaluates potential new candidates for Board membership, including candidates nominated or recommended by shareholders, by following the procedures contained in the Corporate Governance Principles. In the case of a vacancy in the office of a Director, including a vacancy created by an increase in the size of the Board, the Committee shall recommend to the Board an individual to fill such vacancy or, if such vacancy was not created by an increase in the size of the Board, the Committee may recommend a decrease in the size of the Board.

3. In the event that a nominee for Director fails to receive the required vote for re-election, recommend to the Board, in accordance with the Corporate Governance Principles, whether to accept that Director's resignation.
4. Periodically assess the Board's leadership structure, including whether the offices of Chair of the Board and Chief Executive Officer should be separate, whether the Company should have a Lead Independent Director in the event that the Chair of the Board is not an independent Director, and why the Board's leadership structure is appropriate, taking into consideration the specific characteristics or circumstances of the Company.
5. Make a recommendation to the Board as to the appropriateness of the size of the Board relative to its various responsibilities.
6. Review and recommend a determination to the Board in connection with its annual evaluation of the independence of the Company's Directors in accordance with applicable legal and regulatory requirements. Conduct inquiries as needed, including review of any credit to a Director or his or her related interests where a potential re-classification of the Director's loan may have an impact on legal and regulatory compliance, public disclosure obligations, and/or the Director's independence.
7. Recommend to the Board the number, identity, and responsibilities of Board committees and the Chair and members of each committee. This shall include advising the Board on (a) committee appointments and removals from committees or the Board; (b) rotation of committee members and chairs; and (c) committee structure and operation. The Committee shall take into consideration applicable exchange listing and regulatory criteria, as well as those other factors the Committee deems appropriate, such as best practices with respect to committee and committee chair rotation.
8. Monitor the service of the Company's Directors on boards and board committees of other companies and consult with Directors, as needed, to assess the potential impact of multiple positions on the individual Director's ability to devote sufficient time and attention to his or her duties as a Director of the Company. Review Directors' proposed service on the board of any additional public company or in any governmental position.
9. Monitor the orientation and continuing education programs for Directors.
10. Monitor compliance with the Company's policies as outlined in the Corporate Governance Principles regarding the retirement age of Directors and the mandatory offer of resignation in connection with planning for or following retirement from employment or a material

change in personal circumstances, including a change in principal job responsibilities, and recommend appropriate action to the Board.

11. Oversee the Company's practices and reporting with respect to ESG matters that are of significance to the Company and its stakeholders, including reviewing the Company's ESG strategy, initiatives, and policies and receiving updates from members of management responsible for those activities. The Committee may fulfill these responsibilities in consultation and coordination with other Board committees.
12. Facilitate and oversee an annual evaluation of the performance and effectiveness of the Board, its committees, and individual Directors, as well as management of the Company in satisfying their respective obligations to represent the long-term interests of shareholders.
13. Review and assess the adequacy of the Corporate Governance Principles at least once per year and, if appropriate, recommend changes to the Corporate Governance Principles to the Board; monitor compliance with the Corporate Governance Principles.
14. Review and oversee Chief Executive Officer succession planning in coordination with the Compensation and Human Resources Committee.
15. Review and approve the holding or assuming of any (a) board position with any non-affiliated public corporation (or subsidiary thereof) by any associate of the Company or (b) office, board membership, board observer position, advisory board position, or similar position with any non-affiliated corporation or other entity by any officer of the Company or its subsidiaries who are considered "officers" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16 Officer"); provided, however, that action of the Committee shall not be required for holding such positions with any (i) "not-for-profit" entity, including any civic, religious, community, or charitable institution or (ii) entity with which the Company has a contractual or similar right to fill such position. The Committee will take into consideration the recommendation of the Chief Executive Officer (or the Lead Independent Director or the non-executive, independent Chair of the Board in such instances where the Chief Executive Officer is requesting permission pursuant to this Paragraph), and no associate or Section 16 Officer shall accept or stand for election for any such position as set forth in (a) or (b) of this paragraph without the prior approval of this Committee.
16. Oversee the Company's and Directors' engagement with institutional shareholders, proxy advisors, and other interested parties and assess feedback with respect to corporate governance, ESG and related matters.
17. Oversee the Company's corporate governance practices and procedures, including reviewing and recommending to the Board for approval any proposed changes to the Company's Certificate of Incorporation, By-Laws, and other documents and policies in the Company's corporate governance framework.
18. In coordination with other committees, as applicable, review shareholder proposals and recommend any Board response.

19. Review and report to the Board the results of the analyses of Regions' proxy statement by the major external proxy advisory firms and provide such results to other committees as appropriate.
20. Review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.
21. Approve, oversee, and monitor compliance with the Company's Related Person Transactions Policy.
22. Perform an annual self-evaluation and present the results of the evaluation to the Board.
23. Make periodic reports to the Board summarizing the matters reviewed and actions taken at each Committee meeting and make available to the Board minutes of all meetings.
24. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and By-Laws, and governing law as the Committee or the Board deems appropriate.