

**REGIONS FINANCIAL CORPORATION  
REGIONS BANK  
TECHNOLOGY COMMITTEE CHARTER**

**Purpose**

The Technology Committee (the “Committee”) is appointed by the Boards of Directors (the “Board”) of Regions Financial Corporation and Regions Bank (collectively, the “Company”) to: (a) assist the Board in fulfilling its oversight responsibilities with respect to the overall role of technology in executing the Company’s business strategy, including, but not limited to, (i) technology, digital, and innovation strategy, performance, and operations, (ii) significant technology investments and expenditures, (iii) project management, and (iv) emerging trends in technology and digital transformation; and (b) 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 members of the Board, with the exact number to be fixed from time to time by the Board. Each Committee member shall (a) meet 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 its business judgment; and (b) otherwise satisfy any requirements the Board determines appropriate. The Board shall make all determinations of independence in accordance with its business judgment and in accordance with applicable laws and regulations, as well as requirements of the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”) and any other applicable rules, guidance, and standards.
2. Members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee 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 the Committee may take action at meetings or by unanimous written consent as it or its Chair deems appropriate. Members may participate in a meeting of the Committee by means of conference call or similar communications equipment that enables all meeting participants to hear each other. The Committee shall fully document and maintain records of its proceedings.

2. To the extent permitted under applicable laws and regulations, the Committee may form one or more subcommittees and delegate to such subcommittees or to management committees or executive officers 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. The Committee will periodically meet separately with the senior technology officer, or that officer's equivalent(s), in executive session.
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 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. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. 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.
6. 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.
7. 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. Receive reports from members of management, as and when appropriate, on the Company's (a) technology strategy and operations; (b) significant technology investments, expenditures, and related technological progress; (c) strategies for capitalizing on industry transformation created by digital technologies; and (d) trends in technology, digital, and commercial innovation that may affect the Company's strategic plan.
2. Review and provide oversight of the Company's technology and digital strategy and alignment with the business strategy as set forth in the Company's strategic plan, including, but not limited to, operations, performance, and innovation, management's activities and communications relating thereto, and associated expenditures for the Company and its business segments.
3. Review and, as appropriate, make recommendations to the Board regarding significant technology investments in support of the Company's technology strategy and operations.
4. Monitor technological, digital, and commercial innovation in the Company's industry and the Company's related growth and competitive position.
5. Review and monitor the Company's innovation and technology acquisition process and systems in place designed to achieve successful innovation.
6. Review critical technology, data and analytics, and digital programs and projects with business and IT personnel to understand the functionality, quality, business benefits, and customer adoption.
7. Review and monitor the Company's culture and talent strategy related to technological and digital transformation and receive reports from management concerning the Company's related progress.
8. Receive reports from management concerning the Company's technology operations including, among other things, software development project performance, technical operations performance, technology architecture, quality of digital products and services, significant technology investments, and information technology/security activities, and approve related policies or recommend such policies to the Board for approval, as appropriate.
9. Coordinate with the Risk Committee of the Board on risk assessment and risk management associated with (a) technology strategic investments and major technology vendor relationships and (b) risks associated with information technology/security activities (including information security, cybersecurity, and data privacy).\*
10. Review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.

11. Perform an annual self-evaluation and present the results of the evaluation to the Board.
12. 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.
13. 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.

\*Notwithstanding anything to the contrary in this Charter, responsibility for the oversight of operational risks associated with information technology/security activities, including risk assessment and risk management, shall remain with the Risk Committee of the Board, in coordination with the Audit Committee of the Board, as appropriate.