



**REGIONS FINANCIAL CORPORATION  
REGIONS BANK  
EXECUTIVE COMMITTEE CHARTER**

**Purpose**

The Executive Committee (the “Committee”) is appointed by the Boards of Directors (the “Board”) of Regions Financial Corporation and Regions Bank (collectively, the “Company”) to provide an efficient means of considering matters that arise between regularly scheduled meetings of the Board and are such that either require prompt attention or are deemed appropriate by the members of the Committee for the Committee to consider on behalf of the Board.

**Committee Membership**

1. The Committee shall consist of the Chair of the Board, the Lead Independent Director (if one has been appointed), the current Chair of each standing committee, and the Chief Executive Officer of the Company (if also a Management Director).
2. The Chair of the Board shall serve as the Chair of the Committee. If the Chair of the Board is not independent, then the Director who has been appointed as the Lead Independent Director shall serve as the Chair of 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, 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.
2. To the extent permitted under applicable laws and regulations, the Committee may form and delegate to one or more 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 employee

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 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.

### **Committee Authority and Responsibilities**

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

1. Exercise, during the intervals between meetings of the Board, all the powers and authority of the Board in its oversight of the business and affairs of the Company, to the extent permitted by applicable law and the Company's By-Laws. All acts done and powers conferred by the Committee from time to time shall be deemed to be, and may be certified as being, done and conferred under authority of the Board.

The Committee shall not, however, have the power to: (i) recommend to the shareholders any action that requires shareholder approval, other than the election of Directors; (ii) fill a vacancy on the Board; (iii) appoint a committee of the Board; (iv) appoint the Chief Executive Officer of the Company; (v) amend the By-Laws; (vi) declare dividends; or (vii) approve any merger or share exchange that does not require shareholder approval.

2. The independent members shall (i) make themselves available, as appropriate, to engage with major shareholders and proxy advisors and (ii) work with the Board's other committees on engagement matters subject to the oversight of such other committees.
3. Make periodic reports to the Board summarizing the matters reviewed and actions taken at each Committee meeting.

4. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Nominating and Corporate Governance Committee for approval.
5. As deemed appropriate, perform a self-evaluation.
6. 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.