



**REGIONS FINANCIAL CORPORATION
REGIONS BANK
COMPENSATION COMMITTEE CHARTER**

Purpose

The Compensation Committee (the “Committee”) is appointed by the Boards of Directors (the “Board”) of Regions Financial Corporation and Regions Bank (collectively, the “Company”). The Committee’s purpose is to (a) assist the Board in fulfilling its responsibilities relating to the compensation of executive officers of the Company, including ensuring that all executive compensation matters are decided in compliance with all relevant laws, rules, and regulations and in the context of what is fair, appropriate, and reasonable; (b) produce the Compensation Committee Report for inclusion in the Company’s proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations; and (c) 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. 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 well as the additional independence requirement specific to compensation committee membership set forth by the NYSE as determined by the Board in its business judgment; (b) qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (c) qualify as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code; and (d) 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 NYSE and any other applicable rules, guidance, and standards (collectively, “Applicable Law”).
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 no less than three times per year, at a time and place determined by the Chair, 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 Law, 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 consistent with the maintenance of the confidentiality of compensation discussions; provided, however, the Chief Executive Officer shall not attend any meeting, or portion of a meeting, where the Chief Executive Officer's performance or compensation is discussed, unless specifically invited by the Committee.
4. 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 of Directors to act at such meeting in the place of any such absent or disqualified member.

Committee Authority and Responsibilities

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

1. Compensation Matters
 - a. In consultation with management, approve the Company's compensation philosophy and oversee and monitor the Company's compensation plans and programs to determine whether they are properly aligned with the Company's strategic and financial objectives.

- b. Review and approve all Company goals and objectives relevant to the Chief Executive Officer's compensation; evaluate the Chief Executive Officer's performance in light of those goals and objectives; determine and approve the Chief Executive Officer's compensation (including base salary, incentive compensation, long-term compensation, executive benefits, and perquisites) based upon this evaluation; and review the Committee's decisions with the Board.
- c. Approve the compensation (including base salary, incentive compensation, long-term compensation, executive benefits and perquisites) of other executive officers and such senior officers as the Committee determines appropriate.
- d. In determining the long-term incentive award component of the Chief Executive Officer's and other executive officers' compensation, consider the Company's performance and other factors the Committee deems appropriate, which may include relative stockholder return, peer groups' award practices, awards granted in past years, and assessment of the current and expected contribution of officers to the Company's performance.
- e. Review the Company's policies regarding the tax deductibility of compensation paid to "covered employees" for purposes of Section 162(m) of the Internal Revenue Code and, as and when appropriate, establish and administer performance goals and certify when performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- f. In consultation with management, oversee regulatory compliance with respect to compensation matters, including requirements of the SEC, the NYSE, the Department of the Treasury, the Internal Revenue Service, the Federal Reserve and the Federal Deposit Insurance Corporation, including any required certification or reporting requirements under Applicable Law.
- g. Review and approve any employment agreement, new hire award, or new hire payment proposed to be made to any potential or current member of the Operating Committee, or its equivalent, or any officer of the Company or its subsidiaries who is considered an "officer" for purposes of Section 16 of the Exchange Act ("Section 16 Officers").
- h. Establish stock ownership guidelines for certain Section 16 Officers.
- i. Review and approve any severance, change-in-control, or similar termination agreement proposed to be made, or any award or payment proposed to be made, to a current or former member of the Operating Committee, or its equivalent, or any other Section 16 Officer.
- j. In coordination with the Nominating and Corporate Governance Committee, review and oversee compensation matters related to the management succession program.

2. Compensation Risk Management Oversight

- a. In consultation with the senior risk officers of the Company and to the extent required under Applicable Law, (i) oversee and monitor the Company's compensation plans and programs on a regular basis to ensure that such compensation plans and programs are supportive of the Company's risk appetite and tolerances established by the Board, and (ii) establish and maintain appropriate processes and procedures and engage sufficient personnel to manage compensation-related risks.
- b. In consultation with the Risk Committee, ensure that (i) the compensation and incentives granted to the Chief Risk Officer are consistent with such officer providing an objective assessment of the risks taken by the Company, and (ii) the compensation and incentives granted to the Chief Credit Officer are consistent with such officer providing an objective assessment of the credit risks taken by the Company.
- c. Identify compensation arrangements and incentive compensation plans that apply to executive officers and senior officers, as well as other associates who, either individually or as part of a group, may expose the Company to material amounts of risk; and ensure that the design of such compensation arrangements and incentive compensation plans does not encourage excessive risk-taking and that the risks associated with such compensation arrangements and incentive compensation plans are appropriately mitigated by effective controls and risk management processes.
- d. At least annually, discuss, evaluate, and review the terms of all compensation plans and identify and eliminate features that could be used to manipulate reported earnings to enhance the compensation of the associate.
- e. At least annually, review a risk assessment prepared by management of the effectiveness of the Company's overall compensation system, and especially its effectiveness in providing incentive compensation that is consistent with safety and soundness. The risk assessment should also be reviewed by the Risk Committee.
- f. Oversee management's program of ongoing monitoring and independent validation to assess the effectiveness of incentive compensation policies, and document the review and any modifications made.

3. Executive Compensation Plans; Benefit Plans

- a. Administer the Company's executive compensation plans, "top-hat" plans, and other arrangements providing benefits to officers of the Company (collectively, "executive compensation plans") in accordance with their terms and Applicable Law, and at the discretion of the Committee, delegate, to the extent permitted by the terms of the executive compensation plans, all or a portion of its authority and responsibilities with respect to such plans to the Chief Executive Officer or another body or committee; provided, however, that the Committee shall retain all authority and responsibilities with respect to awards granted to Section 16 Officers.

- b. Designate the associates eligible to be granted awards under the Company's executive compensation plans and the type, amount, and timing of such awards; provided, however, that the Committee may delegate, to the extent permitted by the terms of the executive compensation plans and Applicable Law, to the Chief Executive Officer or another body or committee, all or a portion of its authority and responsibilities to identify the associates, other than Section 16 Officers, eligible for such awards and the type, amount, and timing of such awards.
 - c. Review and approve the adoption, amendment, and termination of the Company's executive compensation plans; provided, however, that the Committee may delegate, to the extent permitted by the terms of the executive compensation plan and Applicable Law, to the Chief Executive Officer or another body or committee the authority to take any of the foregoing actions.
 - d. Approve any new equity compensation plan or any material change to an existing equity compensation plan where stockholder approval has not been obtained.
 - e. Administer the Company's pension, profit-sharing and welfare employee benefit plans, other than executive compensation plans (collectively, "Plans").
 - f. To the extent that delegation of such powers and responsibilities is consistent with the Plans, the Committee may delegate, to the fullest extent permitted by Applicable Law, to the Chief Executive Officer or another body or committee the power to take any of the foregoing actions.
4. Director Compensation; Proxy Statement Report; Other Required Disclosure
- a. In coordination with the Nominating and Corporate Governance Committee, periodically review and recommend the form and amount of Director compensation and the stock ownership guidelines for Directors.
 - b. Produce the Compensation Committee Report for inclusion in the Company's annual proxy statement.
 - c. Review and discuss with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K and recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual proxy statement or annual report on Form 10-K.
 - d. Review for accuracy the narrative description of the risk analysis of the compensation programs of the Company and the description of services provided to the Company by any compensation consultant engaged by the Committee (including, but not limited to, any benchmarking or compensation comparison services), in each case, to the extent required in the Company's annual proxy statement.
 - e. Prepare or carry out any other disclosure, review (including review of the design and function of incentive compensation arrangements) and certification with respect to executive or other compensation and benefit plans and arrangements as may be required to be performed by the Committee under Applicable Law.

- f. Review compensation-related stockholder proposals and recommend any response.

5. Outside Advisors

- a. The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of any compensation consultant, outside legal counsel, accountants or such other advisors (collectively, “Advisors”) as it deems necessary or desirable, without seeking approval of management or the Board, to assist with the execution of its duties and responsibilities.
- b. The Committee shall be directly responsible for the appointment, termination, compensation (including related expenses), management, and oversight of the work of Advisors retained by the Committee.
- c. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation (including related expenses) to Advisors retained by the Committee.
- d. In retaining or seeking advice from Advisors (other than the Company’s in-house counsel), the Committee must take into consideration the factors specified in any NYSE rule or regulation relating to the engagement of such Advisors. The Committee may select an Advisor only after taking into consideration all factors relevant to that Advisor’s and any of that Advisor’s affiliates’ independence from management, including the following:
 - i. The provision of other services to the Company by the entity that employs the Advisor;
 - ii. The amount of fees (as a percentage of the total revenue) the entity that employs the Advisor receives from the Company;
 - iii. The policies and procedures of the entity that employs the Advisor that are designed to prevent possible or actual conflicts of interest;
 - iv. Any business or personal relationship of the Advisor with any member of the Committee;
 - v. Any stock of the Company owned by the Advisor; and
 - vi. Any business or personal relationship of the Advisor or the entity employing the Advisor with an executive officer of the Company.

The Committee may select or obtain advice from any Advisor, including an Advisor that is not independent, after considering these specified factors.

- e. The Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor. Nothing in this Charter shall affect the ability or obligation of the Committee to exercise its judgment in fulfilling its duties under this Charter.

- f. The Committee is not required to assess the independence of any Advisor that (i) consults solely on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or Directors and that is generally available to all salaried associates or (ii) provides information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.
 - g. The Committee shall evaluate annually whether any compensation consultant retained (or to be retained by the Committee) has raised any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K, and disclose such conflict in the Company's annual proxy statement as required by Applicable Law.
6. Regarding procedural matters, the Committee shall perform the following:
- a. The Committee shall make periodic reports to the Board summarizing the matters reviewed and actions taken at each Committee meeting.
 - b. The Committee shall perform an annual self-evaluation.
 - c. The Committee shall review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Nominating and Corporate Governance Committee for approval.
 - d. The Committee may perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and By-laws, and Applicable Law as the Committee or the Board deems appropriate.
 - e. 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 in fulfilling its duties and responsibilities. Additionally, in the course of performing its duties and responsibilities, the Committee 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.