



**REGIONS FINANCIAL CORPORATION
REGIONS BANK
RISK COMMITTEE CHARTER**

Purpose

The Risk Committee (the “Committee”) is appointed by the Boards of Directors (the “Board”) of Regions Financial Corporation and Regions Bank (collectively, the “Company”). The Committee is responsible for the enterprise-wide risk-management policies of the Company’s enterprise operations and oversight of the operation of the Company’s enterprise risk-management framework. In addition, the Committee is also responsible for reviewing and approving the Board’s risk appetite parameters to be used by management to operate the Company. Generally, Regions’ enterprise risks (including emerging risks) can be categorized into the following types of risk: compliance risk, credit risk, legal risk, liquidity risk, market risk, operational risk, reputational risk, and strategic risk. The Committee shall perform duties and responsibilities enumerated in and consistent with this Charter and shall consider risk in relation to the potential for growth and increase in shareholder value. The Risk Committee also oversees Regions Bank’s fiduciary activities.

Risk assessment and risk management are the responsibility of the Company’s management. The Committee’s responsibility is one of oversight and review.

Committee Membership

1. The Committee shall consist of a minimum of three (3) outside 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 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 and NYSE rules and standards. At least one member of the Committee shall have experience in identifying, assessing, and managing risk exposures of large, complex financial firms as defined by Regulation YY of the Board of Governors of the Federal Reserve System.
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. The Chair of the Committee will be a director who (a) is not an officer or employee of the Company; (b) has not been an officer or employee of the Company during the previous three years; (c) is not a member of the immediate family of a person who is, or has been within the last three years, a Regulation

O executive officer of the Company; and (d) is an independent director under Item 407 of the Securities and Exchange Commission's Regulation S-K. 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 at least quarterly or more frequently if the Committee deems necessary, and fully document and maintain records of its proceedings, including risk-management decisions. 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 and regulation, 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. The Committee will meet separately with the Chief Risk Officer, the Chief Credit Officer, the Credit Review Director, and the Internal Audit Director, in executive session at least quarterly, or more frequently if the Committee deems necessary.
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 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. Together with the Compensation Committee, the Committee shall ensure that the compensation of the Chief Risk Officer is consistent with providing an objective

assessment of the risks taken by the Company. The Chief Risk Officer will report to both the Committee and the Chief Executive Officer.

2. The Committee shall approve and periodically review the enterprise-wide risk-management policies of the Company's enterprise operations and shall oversee the operation of the Company's enterprise risk-management framework.
3. The Committee shall review and approve the level and nature of risks that Regions is willing to assume and communicate in the form of a measurable Enterprise Risk Appetite Statement. The Committee will monitor the Company's performance to ensure alignment with the tolerance levels articulated in the Enterprise Risk Appetite Statement.
4. The Committee shall meet, receive and review information and regular reports from members of management, including, but not limited to the Chief Risk Officer and the Risk Management Group on at least a quarterly basis, and recommend actions and other steps to be taken, as it deems appropriate, on items relating to the following:
 - a. Asset and liability management; trading activities; and compliance with asset/liability policies, limits, activities, and procedures;
 - b. Operational risk, including information technology activities and risks associated with development, infrastructure, and information/cyber security; approval and oversight of information security risk assessment, strategy, policy, and program framework; disaster recovery, business continuity, crisis management, and other non-credit losses;
 - c. Credit risk and the credit risk rating system;
 - d. The general level and direction of the allowance for loan and lease losses ("ALLL") commensurate with the other reporting on credit metrics received and providing input to the Audit Committee, which has primary oversight responsibility for the ALLL process, including methodology and governance and whether or not, overall, the ALLL estimate is appropriate to include in the financial statements; and
 - e. Compliance, reputational, strategic and legal risks.
5. With respect to items relating to market risk, which includes the oversight of funding activities and liquidity risk, the Committee shall perform the following:
 - a. Meet with and receive information from the Risk Management Group and others, and recommend to the Board the acceptable level of liquidity risk that the Company may assume in connection with its operating strategies (liquidity risk tolerance) at least annually, taking into account the Company's capital structure, risk profile, complexity, activities, and size;
 - b. Review, at least semi-annually, information provided from senior management and recommend to the Board a determination of whether the Company is operating in accordance with its established liquidity risk tolerance;

- c. Meet with and receive information from the Risk Management Group and others and, at least semi-annually, recommend to the Board the liquidity risk management strategies, policies, and procedures established by senior management;
 - d. Approve, at least annually, the contingency funding plan that sets out the Company's strategies for addressing liquidity needs during liquidity stress events and approve any material revisions to the plan prior to the implementation of such revisions; such plan must be updated by management and submitted to the Committee at least annually and when changes to market and idiosyncratic conditions warrant;
 - e. Meet with and receive information from the Risk Management Group and others, and periodically recommend to the Board for approval strategies, policies, and procedures designed to effectively manage the risk that the Company's financial condition or safety and soundness would be affected by its inability, or the market's perception of its inability, to meet its cash and collateral obligations;
 - f. Meet with and receive reports from senior management regarding the Company's liquidity risk profile and liquidity risk tolerance at least quarterly (or more often, if changes in market conditions or liquidity position, risk profile, or financial condition of the Company warrant); and
 - g. Receive written reports from an independent review function regarding material liquidity risk management, as applicable and permitted by law.
6. The Committee shall have oversight of the Company's Credit Review function, including approving the appointment of the Head of Credit Review and reviewing his or her performance and approving his or her compensation on an annual basis.
7. Together with the Compensation Committee, the Committee shall ensure that the compensation of the Chief Credit Officer is consistent with providing an objective assessment of the credit risks taken by the Company.
8. The Committee shall have oversight of Regions Bank's fiduciary activities, which includes the oversight of personal and institutional trust and asset management activities. In this capacity, the Committee reviews the oversight structure for fiduciary activities; reviews general policies; and receives reports regarding these activities.
9. Regarding procedural matters, the Committee shall perform the following:
 - Review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Nominating and Corporate Governance Committee for approval.
 - Coordinate with other Board-level and management-level committees, as appropriate, concerning risk management issues within the other committees' respective areas of responsibility.
 - Make periodic reports to the Board summarizing the matters reviewed and actions taken at each Committee meeting.

- Ensure that communications are periodically made with appropriate federal and state regulators.
- 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.
- Discuss with the Chief Risk Officer and management the Risk Management Group's responsibilities, budget and staffing.
- The Committee shall perform an annual self-evaluation.
- 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.