



**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”) to: (a) identify individuals qualified to become Board members and to recommend to the Board Director nominees for the next annual meeting of stockholders; (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; and (d) 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 satisfy the independence requirements of the New York Stock Exchange 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, who also serves as the Lead Independent Director for the Board (unless there is a non-executive independent Chairman of the Board). 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.

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 (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. 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. 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 Committee shall consider all pertinent issues and factors bearing on the qualifications of candidates in light of such criteria.

2. Recommend to the Board the Director nominees for the next annual meeting of stockholders or, if applicable, at a special meeting of stockholders. 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 stockholders, who follow the procedures contained in the Company's 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.
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 Chairman of the Board and Chief Executive Officer should be separate, whether the Company should have a Lead Independent Director in the event that the Chairman 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 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 as 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 Directors' ability to devote sufficient time and attention to the duties as a Director of the Company.

9. After receiving the recommendations of the Compensation Committee, make recommendations to the Board regarding compensation of the non-employee Directors.
10. After receiving the recommendations of the Compensation Committee, make recommendations to the Board regarding stock ownership guidelines for non-employee Directors. Monitor compliance with the guidelines.
11. Monitor the orientation and continuing education programs for Directors.
12. 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 material change in personal circumstances, including a change in principal job responsibilities, and recommend appropriate action to the Board.
13. Oversee the Company's practices and reporting with respect to environmental stewardship and corporate social responsibilities that are of significance to the Company and its stakeholders.
14. Facilitate and oversee, on a periodic basis, an evaluation of the performance and effectiveness of the Board, its committees, and individual Directors, as well as management of the Company in satisfying their obligation to represent the long-term interests of stockholders.
15. Review and assess the adequacy of the Company's Corporate Governance Principles and, if appropriate, recommend changes to the Corporate Governance Principles to the Board.
16. Review and assess the adequacy of the Company's Code of Business Conduct and Ethics and oversee any substantive amendments thereto as approved by the General Counsel in conjunction with oversight by the Executive Council.
17. Review and oversee the management succession program and coordinate with the Compensation Committee as it relates to compensation matters.
18. Review and approve the holding or assuming of any office, board membership, 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 (i) any "not-for-profit" entity, including any civic, religious, community, or charitable institution or (ii) any entity with which the Company has a contractual or similar right to fill such position. The Committee shall act upon the recommendation of the Chief Executive Officer (or the Lead Independent Director or the non-executive, independent Chairman of the Board in such instances where the Chief Executive Officer is requesting permission pursuant to this Paragraph), and no Section 16 Officer shall accept or stand for election for any such position without the prior approval of this Committee.

19. Review proposed changes to the Company's Certificate of Incorporation or By-Laws, and Board committee charters, and make recommendations to the Board.
20. Review governance-related stockholder proposals and recommend any Board response.
21. 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.
22. Review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.
23. Approve, oversee, and monitor compliance of the Company's Related Person Transactions Policy.
24. Perform an annual self-evaluation.
25. Make periodic reports to the Board summarizing the matters reviewed and actions taken at each Committee meeting.
26. 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.