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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2019

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-34034

**REGIONS FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**63-0589368**  
(I.R.S. Employer  
Identification No.)

**1900 Fifth Avenue North, Birmingham, Alabama 35203**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (800) 734-4667**

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value	RF	New York Stock Exchange
Depository Shares, each representing a 1/40th Interest in a Share of 6.375% Non-Cumulative Perpetual Preferred Stock, Series A	RF PRA	New York Stock Exchange
Depository Shares, each representing a 1/40th Interest in a Share of 6.375% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B	RF PRB	New York Stock Exchange
Depository Shares, each representing a 1/40th Interest in a Share of 5.700% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C	RF PRC	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one): Large Accelerated Filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

**Common Stock, \$.01 par value—\$9,975,697,351 as of June 30, 2019.**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

**Common Stock, \$.01 par value—957,381,827 shares issued and outstanding as of February 19, 2020.**

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the proxy statement for the Annual Meeting to be held on April 22, 2020 are incorporated by reference into Part III.

**REGIONS FINANCIAL CORPORATION**  
**FORM 10-K**  
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## **Glossary of Defined Terms**

Agencies - collectively, FNMA, FHLMC and GNMA.

Allowance- Allowance for credit losses.

ACL- Allowance for credit losses.

ALCO - Asset/Liability Management Committee.

ALLL- Allowance for loan and lease losses.

AOCI - Accumulated other comprehensive income.

ASC - Accounting Standards Codification.

ASU - Accounting Standards Update.

ATM - Automated teller machine.

Bank - Regions Bank.

Basel I - Basel Committee's 1988 Regulatory Capital Framework (First Accord).

Basel III - Basel Committee's 2010 Regulatory Capital Framework (Third Accord).

Basel III Rules - Final capital rules adopting the Basel III capital framework approved by U.S. federal regulators in 2013.

Basel IV - Basel Committee's revised Regulatory Capital Framework proposal released in December 2017.

Basel Committee - Basel Committee on Banking Supervision.

BHC - Bank Holding Company.

BHC Act - Bank Holding Company Act of 1956, as amended.

BITS - Technology arm of the Financial Services Roundtable.

Board - The Company's Board of Directors.

CAP - Customer Assistance Program.

CCAR - Comprehensive Capital Analysis and Review.

CCB - Capital Conservation Buffer.

CECL - Accounting Standards Update 2016-13, *Measurement of Credit Losses on Financial Instruments* ("Current Expected Credit Losses").

CEO - Chief Executive Officer.

CET1 - Common Equity Tier 1.

CFO - Chief Financial Officer.

CFPB - Consumer Financial Protection Bureau.

CFTC - Commodity Futures Trading Commission.

Company - Regions Financial Corporation and its subsidiaries.

COSO - Committee of Sponsoring Organizations of the Treadway Commission.

CPI- Consumer price index.

CPR - Constant (or Conditional) Prepayment Rate.

CRA - Community Reinvestment Act of 1977.

DIF - Deposit Insurance Fund.

Dodd-Frank Act - The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

DPD - Days Past Due.

DUS - Fannie Mae Delegated Underwriting & Servicing.

EAD - Exposure at Default.

EGRRCPA - The Economic Growth, Regulatory Relief, and Consumer Protection Act.

ERI - Eligible retained income.

ESG - Environmental, Social and Governance.

FASB - Financial Accounting Standards Board.

FDIA - Federal Deposit Insurance Act, as amended.

FDIC - The Federal Deposit Insurance Corporation.

Federal Reserve - The Board of Governors of the Federal Reserve System.

FFIEC - Federal Financial Institutions Examination Council.

FHA - Federal Housing Administration.

FHC - Financial Holding Company.

FHLB - Federal Home Loan Bank.

FHLMC - Federal Home Loan Mortgage Corporation, known as Freddie Mac.

FICO - The Financing Corporation, established by the Competitive Equality Banking Act of 1987.

FICO scores - Personal credit scores based on the model introduced by the Fair Isaac Corporation.

FinCEN - the Financial Crimes Enforcement Network.

FINRA - Financial Industry Regulatory Authority.

FNMA - Federal National Mortgage Association, known as Fannie Mae.

FOMC - Federal Open Market Committee.

FRB - Federal Reserve Bank.

FS-ISAC - Financial Services - Information Sharing & Analysis Center.

FTP - Funds Transfer Pricing.

GAAP - Generally Accepted Accounting Principles in the United States.

GDP - Gross Domestic Product.

GDPR - EU General Data Protection Regulation.

GNMA - Government National Mortgage Association.

G-SIB - Global Systemically Important Bank Holding Company.

HPI- Housing Price Index.

HUD - U.S. Department of Housing and Urban Development.

IPO - Initial public offering.

IRA - Individual Retirement Account.

IRS - Internal Revenue Service.

ISM - Institute for Supply Management.

LCR - Liquidity coverage ratio.

LGD - Loss given default.

LIBOR - London InterBank Offered Rates.

LLC - Limited Liability Company.

LTIP - Long-term incentive plan.

LTV - Loan to value.

MD&A - Management's Discussion and Analysis of Financial Condition and Results of Operations.

Morgan Keegan - Morgan Keegan & Company, Inc.  
MSAs - Metropolitan Statistical Areas.  
MSR - Mortgage servicing right.  
MSRB - Municipal Securities Rulemaking Board.  
NAV - Net Asset Value.  
NM - Not meaningful.  
NPR - Notice of Public Ruling.  
NSFR - Net stable funding ratio.  
NYSE - New York Stock Exchange.  
OAS - Option-Adjusted Spread.  
OCC - Office of the Comptroller of the Currency.  
OCI - Other comprehensive income.  
OFAC - U.S. Treasury Department - Office of Foreign Assets Control.  
OIS - Overnight Indexed Swap.  
OLA - Orderly Liquidation Authority.  
OTTI - Other-than-temporary impairment.  
PCE - Personal Consumption Expenditure.  
PD - Probability of default.  
R&S- Reasonable and supportable .  
Raymond James - Raymond James Financial, Inc.  
Regions Securities - Regions Securities LLC.  
SBIC - Small Business Investment Companies.  
SCB - Stress capital buffer.  
SEC - U.S. Securities and Exchange Commission.  
SERP - Supplemental Executive Retirement Plan.  
SLB - Stress leverage buffer.  
SOFR - Secured Overnight Funding Rate.  
Tax Reform - H.R.1, An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018.  
TBA - To Be Announced.  
TDR - Troubled debt restructuring.  
TRACE - Trade Reporting and Compliance Engine.  
TTC- Through-the-cycle.  
U.S. - United States.  
USA PATRIOT Act - Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001.  
U.S. Treasury - The United States Department of the Treasury.  
UTB - Unrecognized tax benefits.  
VIE - Variable interest entity.  
Visa - The Visa, U.S.A. Inc. card association or its affiliates, collectively.

Volcker Rule - Section 619 of the Dodd-Frank Act and regulations promulgated thereunder, as applicable.

wSTWF - Weighted Short-Term Wholesale Funding.

## PART I

### Forward-Looking Statements

This Annual Report on Form 10-K, other periodic reports filed by Regions Financial Corporation under the Securities Exchange Act of 1934, as amended, and any other written or oral statements made by us or on our behalf to analysts, investors, the media and others, may include forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. The terms “Regions,” the “Company,” “we,” “us” and “our” as used herein mean collectively Regions Financial Corporation, a Delaware corporation, together with its subsidiaries when or where appropriate. The words “future,” “anticipates,” “assumes,” “intends,” “plans,” “seeks,” “believes,” “predicts,” “potential,” “objectives,” “estimates,” “expects,” “targets,” “projects,” “outlook,” “forecast,” “would,” “will,” “may,” “might,” “could,” “should,” “can,” and similar terms and expressions often signify forward-looking statements. Forward-looking statements are not based on historical information, but rather are related to future operations, strategies, financial results or other developments. Forward-looking statements are based on management’s current expectations as well as certain assumptions and estimates made by, and information available to, management at the time the statements are made. Those statements are based on general assumptions and are subject to various risks, and because they also relate to the future they are likewise subject to inherent uncertainties and other factors that may cause actual results to differ materially from the views, beliefs and projections expressed in such statements. Therefore, we caution you against relying on any of these forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, the risks identified in Item 1A. “Risk Factors” of this Annual Report on Form 10-K and those described below:

- Current and future economic and market conditions in the United States generally or in the communities we serve (in particular the Southeastern United States), including the effects of possible declines in property values, increases in unemployment rates, financial market disruptions and potential reductions of economic growth, which may adversely affect our lending and other businesses and our financial results and conditions.
- Possible changes in trade, monetary and fiscal policies of, and other activities undertaken by, governments, agencies, central banks and similar organizations, which could have a material adverse effect on our earnings.
- Possible changes in market interest rates or capital markets could adversely affect our revenue and expense, the value of assets and obligations, and the availability and cost of capital and liquidity.
- Any impairment of our goodwill or other intangibles, any repricing of assets, or any adjustment of valuation allowances on our deferred tax assets due to changes in law, adverse changes in the economic environment, declining operations of the reporting unit or other factors.
- The effect of changes in tax laws, including the effect of any future interpretations of or amendments to Tax Reform, which may impact our earnings, capital ratios and our ability to return capital to stockholders.
- Possible changes in the creditworthiness of customers and the possible impairment of the collectability of loans and leases, including operating leases.
- Changes in the speed of loan prepayments, loan origination and sale volumes, charge-offs, loan loss provisions or actual loan losses where our allowance for loan losses may not be adequate to cover our eventual losses.
- Possible acceleration of prepayments on mortgage-backed securities due to low interest rates, and the related acceleration of premium amortization on those securities.
- Loss of customer checking and savings account deposits as customers pursue other, higher-yield investments, which could increase our funding costs.
- Possible changes in consumer and business spending and saving habits and the related effect on our ability to increase assets and to attract deposits, which could adversely affect our net income.
- Our ability to effectively compete with other traditional and non-traditional financial services companies, some of whom possess greater financial resources than we do or are subject to different regulatory standards than we are.
- Our inability to develop and gain acceptance from current and prospective customers for new products and services and the enhancement of existing products and services to meet customers’ needs and respond to emerging technological trends in a timely manner could have a negative impact on our revenue.
- Our inability to keep pace with technological changes could result in losing business to competitors.
- Changes in laws and regulations affecting our businesses, including legislation and regulations relating to bank products and services, as well as changes in the enforcement and interpretation of such laws and regulations by applicable governmental and self-regulatory agencies, which could require us to change certain business practices, increase compliance risk, reduce our revenue, impose additional costs on us, or otherwise negatively affect our businesses.
- Our ability to obtain a regulatory non-objection (as part of the CCAR process or otherwise) to take certain capital actions, including paying dividends and any plans to increase common stock dividends, repurchase common stock under current



or future programs, or redeem preferred stock or other regulatory capital instruments, may impact our ability to return capital to stockholders and market perceptions of us.

- Our ability to comply with stress testing and capital planning requirements (as part of the CCAR process or otherwise) may continue to require a significant investment of our managerial resources due to the importance of such tests and requirements.
- Our ability to comply with applicable capital and liquidity requirements (including, among other things, the Basel III capital standards), including our ability to generate capital internally or raise capital on favorable terms, and if we fail to meet requirements, our financial condition could be negatively impacted.
- The effects of any developments, changes or actions relating to any litigation or regulatory proceedings brought against us or any of our subsidiaries.
- The costs, including possibly incurring fines, penalties, or other negative effects (including reputational harm) of any adverse judicial, administrative, or arbitral rulings or proceedings, regulatory enforcement actions, or other legal actions to which we or any of our subsidiaries are a party, and which may adversely affect our results.
- Our ability to manage fluctuations in the value of assets and liabilities and off-balance sheet exposure so as to maintain sufficient capital and liquidity to support our business.
- Our ability to execute on our strategic and operational plans, including our ability to fully realize the financial and non-financial benefits relating to our strategic initiatives.
- The risks and uncertainties related to our acquisition or divestiture of businesses.
- The success of our marketing efforts in attracting and retaining customers.
- Our ability to recruit and retain talented and experienced personnel to assist in the development, management and operation of our products and services may be affected by changes in laws and regulations in effect from time to time.
- Fraud or misconduct by our customers, employees or business partners.
- Any inaccurate or incomplete information provided to us by our customers or counterparties.
- Inability of our framework to manage risks associated with our business such as credit risk and operational risk, including third-party vendors and other service providers, which could, among other things, result in a breach of operating or security systems as a result of a cyber attack or similar act or failure to deliver our services effectively.
- Dependence on key suppliers or vendors to obtain equipment and other supplies for our business on acceptable terms.
- The inability of our internal controls and procedures to prevent, detect or mitigate any material errors or fraudulent acts.
- The effects of geopolitical instability, including wars, conflicts and terrorist attacks and the potential impact, directly or indirectly, on our businesses.
- The effects of man-made and natural disasters, including fires, floods, droughts, tornadoes, hurricanes, and environmental damage (specifically in the Southeastern United States), which may negatively affect our operations and/or our loan portfolios and increase our cost of conducting business. The severity and impact of future earthquakes, fires, hurricanes, tornadoes, droughts, floods and other weather-related events are difficult to predict and may be exacerbated by global climate change.
- Changes in commodity market prices and conditions could adversely affect the cash flows of our borrowers operating in industries that are impacted by changes in commodity prices (including businesses indirectly impacted by commodities prices such as businesses that transport commodities or manufacture equipment used in the production of commodities), which could impair their ability to service any loans outstanding to them and/or reduce demand for loans in those industries.
- Our ability to identify and address cyber-security risks such as data security breaches, malware, “denial of service” attacks, “hacking” and identity theft, including account take-overs, a failure of which could disrupt our business and result in the disclosure of and/or misuse or misappropriation of confidential or proprietary information, disruption or damage to our systems, increased costs, losses, or adverse effects to our reputation.
- Our ability to achieve our expense management initiatives.
- Possible cessation or market replacement of LIBOR and the related effect on our LIBOR-based financial products and contracts, including, but not limited to, derivative products, debt obligations, deposits, investments, and loans.
- Possible downgrades in our credit ratings or outlook could increase the costs of funding from capital markets.
- The effects of a possible downgrade in the U.S. government’s sovereign credit rating or outlook, which could result in risks to us and general economic conditions that we are not able to predict.

- The effects of problems encountered by other financial institutions that adversely affect us or the banking industry generally could require us to change certain business practices, reduce our revenue, impose additional costs on us, or otherwise negatively affect our businesses.
- The effects of the failure of any component of our business infrastructure provided by a third party could disrupt our businesses, result in the disclosure of and/or misuse of confidential information or proprietary information, increase our costs, negatively affect our reputation, and cause losses.
- Our ability to receive dividends from our subsidiaries could affect our liquidity and ability to pay dividends to shareholders.
- Changes in accounting policies or procedures as may be required by the FASB or other regulatory agencies could materially affect our financial statements and how we report those results, and expectations and preliminary analyses relating to how such changes will affect our financial results could prove incorrect.
- Other risks identified from time to time in reports that we file with the SEC.
- Fluctuations in the price of our common stock and inability to complete stock repurchases in the time frame and/or on the terms anticipated.
- The effects of any damage to our reputation resulting from developments related to any of the items identified above.

You should not place undue reliance on any forward-looking statements, which speak only as of the date made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible to predict all of them. We assume no obligation and do not intend to update or revise any forward-looking statements that are made from time to time, either as a result of future developments, new information or otherwise, except as may be required by law.

**Item 1. Business**

Regions Financial Corporation is a FHC headquartered in Birmingham, Alabama operating in the South, Midwest and Texas. The terms "Regions," "the Company," "we," "us" and "our" mean Regions Financial Corporation, a Delaware corporation and its subsidiaries, when appropriate. Regions provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of asset management, wealth management, securities brokerage, trust services, merger and acquisition advisory services, and other specialty financing. At December 31, 2019, Regions had total consolidated assets of approximately \$126.2 billion, total consolidated deposits of approximately \$97.5 billion and total consolidated stockholders' equity of approximately \$16.3 billion.

Regions is a Delaware corporation and on July 1, 2004, became the successor by merger to Union Planters Corporation and the former Regions Financial Corporation. Its principal executive offices are located at 1900 Fifth Avenue North, Birmingham, Alabama 35203, and its telephone number at that address is (800) 734-4667.

**Banking Operations**

Regions conducts its banking operations through Regions Bank, an Alabama state-chartered commercial bank that is a member of the Federal Reserve System. At December 31, 2019, Regions operated 2,028 ATMs and 1,428 total branch outlets across the South, Midwest and Texas.

The following chart depicts the distribution of branch locations in each of the states in which Regions conducts its banking operations.

	<b>Branches</b>
Florida	303
Tennessee	219
Alabama	205
Mississippi	122
Georgia	114
Louisiana	96
Arkansas	79
Texas	90
Missouri	56
Indiana	52
Illinois	44
South Carolina	22
Kentucky	11
Iowa	8
North Carolina	7
Total	<u>1,428</u>

**Other Financial Services Operations**

In addition to its banking operations, Regions provides additional financial services through the following subsidiaries:

Regions Equipment Finance Corporation and Regions Commercial Equipment Finance, LLC, each a wholly-owned subsidiary of Regions Bank, provide equipment financing products focusing on commercial clients.

Regions Investment Services, Inc., a wholly-owned subsidiary of Regions Bank, offers investments and insurance products to Regions Bank customers, provided by licensed insurance agents. In addition, Regions Bank and Regions Investment Services, Inc. also maintain an agreement with Cetera Investment Services, LLC to offer securities, insurance and advisory services to Regions Bank customers through dually-employed financial advisors.

Regions Securities LLC, a wholly-owned subsidiary of Regions headquartered in Atlanta, Georgia, serves as a broker-dealer to commercial clients and acts in an advisory capacity to merger and acquisition transactions. Additionally, BlackArch Partners LLC is a wholly-owned subsidiary of Regions and is headquartered in Charlotte, North Carolina. BlackArch Partners LLC and its subsidiaries offer merger and acquisition services to its institutional clients and commercial entities.

Regions Investment Management, Inc. serves as the investment adviser to Regions Wealth Management division and trades in stocks and bonds for trust clients. Highland Associates, Inc. is an institutional investment firm providing investment counsel and consulting services to not-for-profit healthcare entities and mission-based organizations. Both Regions Investment Management, Inc. and Highland Associates, Inc. are wholly-owned subsidiaries of Regions Bank.

Regions Affordable Housing LLC is a wholly-owned subsidiary of Regions Bank headquartered in Great Neck, New York, and engages in low income housing tax credit corporate fund syndication and asset management.

### **Supervision and Regulation**

We are subject to the extensive regulatory framework applicable to BHCs and their subsidiaries. This framework is intended primarily for the protection of depositors, the FDIC's DIF and the banking system as a whole, and generally is not intended for the protection of stockholders or other investors. Described below are the material elements of selected laws and regulations applicable to us and our subsidiaries. These descriptions are not intended to be complete and are qualified in their entirety by reference to the full text of the statutes and regulations described. Changes in applicable law or regulation, and in their interpretation and application by regulatory agencies and other governmental authorities, cannot be predicted, but may have a material effect on our business, financial condition or results of operations.

#### ***Overview***

We are registered with the Federal Reserve as a BHC and have elected to be treated as an FHC under the BHC Act. As such, we and our subsidiaries are subject to the supervision, examination and reporting requirements of the BHC Act and the regulations of the Federal Reserve. Generally, the BHC Act provides for "umbrella" regulation of FHCs by the Federal Reserve and functional regulation of holding company subsidiaries by applicable regulatory agencies. The BHC Act also requires the Federal Reserve to examine any subsidiary of a BHC, other than a depository institution, engaged in activities permissible for a depository institution. The Federal Reserve is also granted the authority, in certain circumstances, to require reports of, examine and adopt rules applicable to any holding company subsidiary.

Regions Bank is a member of the FDIC, and, as such, its deposits are insured by the FDIC to the extent provided by law. Regions Bank is an Alabama state-chartered bank and a member of the Federal Reserve System. Its operations are generally subject to supervision and examination by both the Federal Reserve and the Alabama State Banking Department and the bank regulators are given authority to approve or disapprove mergers, acquisitions, consolidations, the establishment of branches and similar corporate actions. The federal and state banking regulators also have the power to prevent the continuance or development of unsafe or unsound banking practices or other violations of law. State and federal laws and regulations govern the activities in which Regions Bank engages, including the investments it makes and the aggregate amount of loans that may be granted to one borrower. Various consumer and compliance laws and regulations also affect its operations. Regions Bank is also affected by the actions of the Federal Reserve as it implements monetary policy. As a Federal Reserve System member bank, Regions Bank is required to hold stock in the Federal Reserve Bank of Atlanta in an amount equal to 6 percent of its capital stock and surplus. Member banks with total assets in excess of \$10 billion, including Regions Bank, receive a floating dividend rate tied to 10-year U.S. Treasuries, with the maximum dividend rate capped at 6 percent.

Regions Bank and its affiliates are also subject to supervision, regulation, examination and enforcement by the CFPB with respect to consumer protection laws and regulations. Some of Regions' non-bank subsidiaries are also subject to regulation by various federal and state agencies, such as the SEC and FINRA in the case of our broker-dealer subsidiaries, Regions Securities LLC and BlackArch Securities LLC.

We are also subject to the disclosure and regulatory requirements of the Securities Exchange Act of 1934, as amended, as administered by the SEC. Our common stock and depository shares representing our outstanding preferred stock are each listed on the NYSE. Consequently, we are also subject to the NYSE's rules for listed companies.

In October 2019, the Federal Reserve and the other Federal bank regulators finalized rules that tailor the application of the enhanced prudential standards to BHCs and depository institutions per the EGRRCPA amendments (the "Tailoring Rules"). The Tailoring Rules assign each U.S. BHC with \$100 billion or more in total consolidated assets, as well as its bank subsidiaries, to one of four categories based on its size and five other risk-based indicators: (1) cross-jurisdictional activity, (2) wSTWF, (3) non-bank assets, (4) off-balance sheet exposure, and (5) status as a U.S. G-SIB.

Under the Tailoring Rules, Regions (and, pursuant to the Tailoring Rules, its depository institution subsidiary, Regions Bank) is subject to Category IV standards, which apply to banking organizations with at least \$100 billion in total consolidated assets that do not meet any of the thresholds specified for Categories I through III.

Firms subject to Category IV standards will generally be subject to the same capital and liquidity requirements as firms with less than \$100 billion in total consolidated assets, but are, among other things, subject to certain enhanced prudential standards and also required to monitor and report certain risk-based indicators. Accordingly, under the Tailoring Rules, Category IV firms are, among other things, (1) not subject to LCR requirements (or, in certain cases, subject to reduced requirements), (2) no longer subject to company-run capital stress testing requirements, (3) subject to supervisory capital stress testing on a biennial instead of annual basis, (4) subject to requirements to develop and maintain a capital plan on an annual basis and (5) subject to certain liquidity risk management and risk committee requirements. A chart summarizing key elements of the capital, liquidity and enhanced prudential standards requirements applicable to Regions under the Tailoring Rules is included immediately below, and elements of the Tailoring Rules are discussed in further detail throughout this section.

In addition, Regions and Regions Bank are subject to the final rule adopted by the Federal Reserve, OCC and FDIC in July 2019 relating to simplifications of the capital rules applicable to non-advanced approaches banking organizations. These rules will be effective for the Company on April 1, 2020, and provide for simplified capital requirements relating to the threshold deductions for mortgage servicing assets, deferred tax assets arising from temporary differences that a banking organization could not realize through net operating loss carry backs, and investments in the capital of unconsolidated financial institutions, as well as the inclusion of minority interests in regulatory capital.

<b>Application under Tailoring Rules of Certain Enhanced Prudential Standards, Capital and Liquidity Requirements to Regions<sup>1</sup></b>		
	<b>Tailoring Rules (including Assignment to Category IV)</b>	<b>Previously Applicable Rules</b>
<b>CAPITAL</b>		
Stress Testing: Company-Run (DFAST)	✘	✓ (Annual)
Stress Testing: Supervisory	✓ (Two-Year Cycle)	✓ (Annual)
CCAR	✓ (Two-Year Cycle)	✓ (Annual)
Annual Capital Plan Submission	✓	✓
Advanced Approaches	✘	✘
Opt-Out of AOCI Capital Impact	✓	✓
Capital Rules Simplification	✓ (As a non-advanced approaches banking organization)	✓ (As a non-advanced approaches banking organization)
Generally Applicable Leverage Ratio	✓	✓
<b>LIQUIDITY</b>		
LCR	✘	✓ (Modified)
NSFR (Proposed) <sup>2</sup>	✘ (Expected)	✓ (Modified)
Liquidity Stress Tests	✓ (Quarterly)	✓ (Monthly)
Liquidity Risk Management	✓ (Tailored)	✓
Liquidity Buffer	✓	✓
FR 2052a Reporting	✓ (Monthly)	✓ (Monthly)
<b>CERTAIN OTHER ENHANCED PRUDENTIAL STANDARDS</b>		
Risk Committee	✓	✓
Risk Management Framework and Related Requirements	✓	✓

<sup>1</sup> The Tailoring Rules do not amend the Federal Reserve’s capital plan rule, but the Federal Reserve indicated that it expects to release a future proposal to do so, to incorporate the risk-based categories in the final rules as well as to further tailor the capital planning requirements applicable to Category IV firms.

<sup>2</sup> The NSFR has not been adopted, but the applicability of any finalized NSFR is expected to follow the framework for applying the LCR.

Pursuant to the Dodd-Frank Act, as amended by EGRRCPA, certain BHCs are required to submit resolution plans to the Federal Reserve and FDIC providing for the company’s strategy for rapid and orderly resolution in the event of its material financial

distress or failure. Regions submitted its most recent resolution plan to these agencies in December 2017. However, in connection with the release of the Tailoring Rules, the Federal Reserve and FDIC finalized rules in October 2019 which, among other things, adjust the review cycles and applicability of the agencies' resolution planning requirements. Under these new rules, Category IV firms such as Regions are no longer required to submit resolution plans. In April 2019, the FDIC released an advance notice of proposed rulemaking about potential changes to its resolution planning requirements for insured depository institutions, such as Regions Bank, and the next round of insured depository institution resolution plan submissions will not be required until the rulemaking process is complete. Regions Bank submitted its most recent resolution plan in June 2018.

On February 5, 2019, the Federal Reserve provided relief to certain BHCs with assets between \$100 billion and \$250 billion, including Regions, in the form of a one-year extension to the requirement to submit a capital plan to the Federal Reserve. Thus, Regions was not required to submit a capital plan to the Federal Reserve in 2019 but must submit a plan by April 6, 2020. In addition, Regions was not subject to the supervisory capital stress testing or the company-run capital stress testing requirements for 2019, but will be subject to supervisory capital stress testing for 2020. However, Regions is still required to develop a capital plan that is reviewed and approved by Regions' Board of Directors on an annual basis. Furthermore, while Regions was not required to submit a full capital plan to the Federal Reserve in 2019, the Company was required to submit its planned capital actions for the period between July 1, 2019 and June 30, 2020. The Federal Reserve has announced that for the period from July 1, 2019 through June 30, 2020, Regions, like other firms granted an extension, is approved to make capital distributions up to the amount that would have allowed the firm to remain above all minimum capital requirements in CCAR 2018, adjusted for any changes in Regions' regulatory capital ratios since the Federal Reserve acted on Regions' 2018 capital plan.

Regions cannot predict future changes in the applicable laws, regulations and regulatory agency policies, yet such changes may have a material impact on Regions' business, financial condition or results of operations. We will continue to evaluate the impact of any changes in law and any new regulations promulgated, including changes in regulatory costs and fees, modifications to consumer products or disclosures required by the CFPB and the requirements of the enhanced supervision provisions, among others.

#### ***Permissible Activities under the BHC Act***

In general, the BHC Act limits the activities permissible for BHCs to the business of banking, managing or controlling banks and such other activities as the Federal Reserve has determined to be so closely related to banking as to be properly incidental thereto. A BHC electing to be treated as a FHC, like Regions, may also engage in a range of activities that are (i) financial in nature or incidental to such financial activity or (ii) complementary to a financial activity and that do not pose a substantial risk to the safety and soundness of a depository institution or to the financial system generally. These activities include securities dealing, underwriting and market making, insurance underwriting and agency activities, merchant banking and insurance company portfolio investments.

For a BHC to be eligible to elect FHC status, all of its subsidiary insured depository institutions must be well-capitalized and well-managed as described below under “-Regulatory Remedies under the FDIA” and must have received at least a satisfactory rating on such institution's most recent examination under the CRA. The BHC itself must also be well-capitalized and well-managed in order to be eligible to elect FHC status. If an FHC fails to continue to be well-capitalized or well-managed after engaging in activities not permissible for BHCs that have not elected to be treated as financial holding companies, the company must enter into an agreement with the Federal Reserve to comply with all applicable capital and management requirements. If the company does not return to compliance within 180 days, the Federal Reserve may order the company to divest its subsidiary banks or the company may be required to discontinue or divest investments in companies engaged in activities permissible only for a BHC electing to be treated as an FHC. Furthermore, if the Federal Reserve determines that an FHC has not maintained a CRA rating of at least “satisfactory,” the FHC would not be able to commence any new financial activities or acquire a company that engages in such activities, although the FHC would still be allowed to engage in activities closely related to banking and make investments in the ordinary course of conducting banking activities.

The BHC Act does not place territorial restrictions on permissible non-banking activities of BHCs. The Federal Reserve has the power to order any BHC or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the Federal Reserve has reasonable grounds to believe that continuation of such activity or such ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the BHC.

#### ***Capital Requirements***

Regions and Regions Bank are each required to comply with applicable capital adequacy standards established by the Federal Reserve, which are based on the Basel III framework.

The Basel III-based U.S. capital rules, among other things, impose a capital measure called Common Equity Tier 1 Capital, or CET1 capital, to which most deductions/adjustments to regulatory capital measures must be made. In addition, the Basel III-based U.S. capital rules specify that Tier 1 capital consists of CET1 and “Additional Tier 1 capital” instruments meeting certain specified requirements.

Under the U.S. Basel III-based capital rules, the minimum capital ratios are:

- 4.5% CET1 capital to risk-weighted assets;
- 6.0% tier 1 capital (that is, CET1 capital plus additional tier 1 capital) to risk-weighted assets;
- 8.0% total capital (that is, tier 1 capital plus tier 2 capital) to risk-weighted assets; and
- 4.0% tier 1 capital to total average consolidated assets as defined under U.S. Basel III Standardized approach (known as the “leverage ratio”).

The U.S. capital rules also impose a CCB of 2.5% on top of the three minimum risk-weighted asset ratios listed above. Banking institutions that fail to meet the effective minimum ratios once the CCB is taken into account (that is, 7.0% for CET1 capital to risk-weighted assets, 8.5% for tier 1 capital to risk-weighted assets and 10.5% for total capital to risk-weighted assets) will be subject to constraints on capital distributions, including dividends and share repurchases, and certain discretionary executive compensation. The severity of the constraints depends on the amount of the shortfall and the institution’s “eligible retained income” (that is, four quarter trailing net income, net of distributions and tax effects not reflected in net income). On April 10, 2018, the Federal Reserve issued a proposal designed to create a single, integrated capital requirement by combining the quantitative assessment of firms’ capital plans with the CCB requirement. Details of this proposal are discussed under “- Comprehensive Capital Analysis and Review and Stress Testing” below. Although the proposal, if adopted, would change the way in which the minimum ratios are calculated, firms would continue to be subject to progressively more stringent constraints on capital actions as they approach the minimum ratios.

In December 2017, the Basel Committee published standards that it described as the finalization of the Basel III post-crisis regulatory reforms (the standards are commonly referred to as “Basel IV”). Among other things, these standards revise the Basel Committee’s standardized approach for credit risk (including recalibrating risk weights and introducing new capital requirements for certain “unconditionally cancellable commitments,” such as unused credit card and home equity lines of credit) and provide a new standardized approach for operational risk capital. Under the Basel framework, these standards will generally be effective on January 1, 2022, with an aggregate output floor phasing in through January 1, 2027. Under the current U.S. Basel III rules, operational risk capital requirements and a capital floor apply only to advanced approaches institutions, and not to Regions or Regions Bank. The impact of Basel IV will depend on the manner in which it is implemented in the U.S. with respect to firms such as Regions and Regions Bank.

For more information, see the “Regulatory Requirements” section of Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Annual Report on Form 10-K.

#### ***Leverage Requirements***

BHCs and banks are also required to comply with minimum leverage capital requirements. These requirements provide for a minimum ratio of Tier 1 capital to total consolidated average tangible assets (as defined for regulatory purposes), called the “leverage ratio,” of 4.0% for all BHCs.

#### ***Liquidity Requirements***

Under the aforementioned Tailoring Rules, Category IV firms with less than \$50 billion in wSTWF, including Regions, are no longer subject to a LCR requirement. However, Category IV firms remain subject to minimum liquidity buffers and liquidity stress testing requirements, though the minimum frequency of such testing has been revised to quarterly, rather than monthly. The Tailoring Rules also adjusted liquidity risk management requirements such that Category IV firms are required to: (i) calculate collateral positions monthly (as opposed to weekly); (ii) establish a more limited set of liquidity risk limits than was previously required; and (iii) monitor fewer elements of intraday liquidity risk exposures. Category IV firms are required to continue reporting liquidity data on the FR 2052a on a monthly basis.

The NSFR was designed to promote more medium- and long-term funding of the assets and activities of banks over a one-year time horizon. In May 2016, the U.S. banking regulators issued a proposed rule to implement the NSFR for large U.S. banking organizations. Under the 2016 proposal, BHCs with less than \$250 billion, but more than \$50 billion, in total consolidated assets and less than \$10 billion in on-balance sheet foreign exposure, such as Regions, would have been subject to a less stringent modified NSFR requirement. Although the NSFR has not been finalized, it is expected that the framework for applying any finalized NSFR will be consistent with the approach for the LCR requirement under the Tailoring Rules.

#### ***Comprehensive Capital Analysis and Review and Stress Testing***

The Federal Reserve currently conducts analyses of BHCs with at least \$100 billion in total consolidated assets to determine whether the firms have sufficient capital on a consolidated basis necessary to absorb losses in baseline and severely adverse economic conditions. Under the Tailoring Rules, Category IV firms, including Regions, are now subject to supervisory stress testing every other year, rather than annually, and are no longer subject to company-run stress testing requirements, but remain subject to the quantitative review of their capital plans under CCAR, to required capital plan submissions, and to the FR Y-14 reporting requirements.

U.S. BHCs with total consolidated assets of \$100 billion or more, such as Regions, must annually develop and maintain a capital plan, and must submit the capital plan to the Federal Reserve as part of the Federal Reserve’s CCAR process. The CCAR

process is intended to help ensure that these BHCs have robust, forward-looking capital planning processes that account for each company's unique risks and that permit continued operations during times of economic and financial stress. As noted above, in connection with the finalization of the Tailoring Rules, the Federal Reserve stated that it expects to revise its guidance relating to capital planning to align with the categories of standards set forth in the Tailoring Rules, and the impact of the future proposal on Regions and its capital planning process will depend on the final form of the Federal Reserve's revised guidance.

As previously noted above, on April 10, 2018, the Federal Reserve issued a proposal designed to create a single, integrated capital requirement by combining the quantitative assessment of CCAR with the CCB requirement. If adopted, the proposal would replace the current static 2.5% CCB with a SCB requirement. The SCB, subject to a minimum of 2.5%, would reflect stressed losses in the supervisory severely adverse scenario of the Federal Reserve's supervisory stress tests and would also include four quarters of planned common stock dividends. The proposal would also introduce a SLB requirement, similar to the SCB, which would apply to the Tier 1 leverage ratio. In addition, the proposal would eliminate the quantitative objection provisions of CCAR but would require a BHC to reduce its planned capital distributions if those distributions would not be consistent with the applicable capital buffer constraints based on the BHC's own baseline scenario projections. The Federal Reserve has stated that it intends to propose revisions to the stress buffer requirements that would be applicable to Category IV BHCs to align with the two-year supervisory stress testing cycle for Category IV BHCs.

In addition to other limitations, our ability to make capital distributions (including dividends and share repurchases) is contingent on the Federal Reserve's non-objection to our capital plan. Should the Federal Reserve object to a capital plan, a BHC may not make any capital distribution other than those capital distributions to which the Federal Reserve has indicated its non-objection in writing. Our annual capital planning submission is currently due by April 6, 2020 and the Federal Reserve will publish the results of its supervisory CCAR review of our capital plan by June 30, 2020. As noted above, the Tailoring Rules, which changed the supervisory stress testing cycle from annual to biennial, did not similarly amend the Federal Reserve's capital plan rule, but the Federal Reserve indicated that it expects to release a future proposal to do so.

#### ***Safety and Soundness Standards***

The FDIA requires the federal banking agencies to take prompt corrective action in respect of depository institutions that do not meet specified capital requirements. The FDIA establishes five capital categories ("well-capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized"), and the federal banking agencies must take certain mandatory supervisory actions, and are authorized to take other discretionary actions, with respect to institutions that are undercapitalized, significantly undercapitalized or critically undercapitalized. The severity of these mandatory and discretionary supervisory actions depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the FDIA requires the banking regulator to appoint a receiver or conservator for an institution that is critically undercapitalized. As of December 31, 2019, both Regions and Regions Bank were well-capitalized.

An institution that is classified as well-capitalized based on its capital levels may be treated as adequately capitalized, and an institution that is adequately capitalized or undercapitalized based upon its capital levels may be treated as though it were undercapitalized or significantly undercapitalized, respectively, if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment.

An institution that is categorized as undercapitalized, significantly undercapitalized or critically undercapitalized is required to submit an acceptable capital restoration plan to its appropriate federal banking regulator. Under the FDIA, in order for the capital restoration plan to be accepted by the appropriate federal banking agency, a BHC must guarantee that a subsidiary depository institution will comply with its capital restoration plan, subject to certain limitations. The BHC must also provide appropriate assurances of performance.

The FDIA requires the various regulatory agencies to prescribe certain non-capital standards for safety and soundness relating generally to operations and management, asset quality, and executive compensation and permits regulatory action against a financial institution that does not meet such standards. Regulators also must take into consideration: (i) concentrations of credit risk; (ii) interest rate risk (when the interest rate sensitivity of an institution's assets does not match the sensitivity of its liabilities or its off-balance sheet position); and (iii) risks from non-traditional activities, as well as an institution's ability to manage those risks, when determining the adequacy of an institution's capital. Regulators make this evaluation as a part of their regular examination of the institution's safety and soundness. Additionally, regulators may choose to examine other factors in order to evaluate the safety and soundness of financial institutions.

#### ***Payment of Dividends***

We are a legal entity separate and distinct from our banking and other subsidiaries. The principal source of cash flow to us, including cash flow to pay dividends to our stockholders and principal and interest on any of our outstanding debt, is dividends from Regions Bank. There are statutory and regulatory limitations on the payment of dividends by Regions Bank to us, as well as by us to our stockholders.

If, in the opinion of a federal bank regulatory agency, an institution under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice, such agency may require, after notice and hearing, that such institution cease and desist from such practice. The federal bank regulatory agencies have indicated that paying dividends that deplete an institution's capital base



to an inadequate level would be an unsafe and unsound banking practice. Under the FDIA, an insured institution may not pay a dividend if payment would cause it to become undercapitalized or if it already is undercapitalized. See “-Safety and Soundness Standards” above. Moreover, the Federal Reserve and the FDIC have issued policy statements stating that BHCs and insured banks should generally pay dividends only out of current operating earnings.

*Payment of Dividends by Regions Bank.* Under the Federal Reserve’s Regulation H, Regions Bank may not, without approval of the Federal Reserve, declare or pay a dividend to Regions if the total of all dividends declared in a calendar year exceeds the total of (a) Regions Bank’s net income for that year and (b) its retained net income for the preceding two calendar years, less any required transfers to additional paid-in capital or to a fund for the retirement of preferred stock.

Under Alabama law, Regions Bank may not pay a dividend in excess of 90% of its net earnings unless its surplus is equal to at least 20% of capital. Regions Bank is also required by Alabama law to seek the approval of the Alabama Superintendent of Banking prior to the payment of dividends if the total of all dividends declared by Regions Bank in any calendar year will exceed the total of (a) Regions Bank’s net earnings for that year, plus (b) its retained net earnings for the preceding two years, less any required transfers to surplus. The statute defines net earnings as the remainder of all earnings from current operations plus actual recoveries on loans and investments and other assets, after deducting from the total thereof all current operating expenses, actual losses, accrued dividends on preferred stock, if any, and all federal, state and local taxes. Regions Bank cannot, without approval from the Federal Reserve and the Alabama Superintendent of Banking, declare or pay a dividend to Regions unless Regions Bank is able to satisfy the criteria discussed above.

*Payment of Dividends by Regions.* Our payment of dividends to our stockholders is subject to the oversight of the Federal Reserve. In particular, the dividend policies and share repurchases of a large BHC, such as Regions, are reviewed by the Federal Reserve based on capital plans submitted as part of the CCAR process and stress tests as submitted by the BHC. See “-Capital Requirements” and “-Comprehensive Capital Analysis and Review and Stress Testing” above.

#### ***Support of Subsidiary Banks***

Under longstanding Federal Reserve policy, which has been codified by the Dodd-Frank Act, Regions is expected to act as a source of financial strength to, and to commit resources to support, its subsidiary bank. This support may be required at times when Regions may not be inclined to provide it. In addition, any capital loans by a BHC to its subsidiary bank are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a BHC’s bankruptcy, any commitment by the BHC to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

#### ***Transactions with Affiliates***

Sections 23A and 23B of the Federal Reserve Act and the Federal Reserve’s Regulation W restrict transactions between a bank and its affiliates, including a parent BHC. Regions Bank is subject to these restrictions, which include quantitative and qualitative limits on the amounts and types of transactions that may take place, including extensions of credit to affiliates, investments in the stock or securities of affiliates, purchases of assets from affiliates and certain other transactions with affiliates. These restrictions also require that credit transactions with affiliates be collateralized and that transactions with affiliates be on market terms or better for the bank. Generally, a bank’s covered transactions with any affiliate are limited to 10% of the bank’s capital stock and surplus and covered transactions with all affiliates are limited to 20% of the bank’s capital stock and surplus.

#### ***Deposit Insurance***

Regions Bank accepts deposits, and those deposits have the benefit of FDIC insurance up to the applicable limits. Under the FDIA, insurance of deposits may be terminated by the FDIC upon a finding that the insured depository institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by a bank’s federal regulatory agency.

Regions Bank pays deposit insurance premiums to the FDIC based on an assessment rate established by the FDIC. FDIC assessment rates for large institutions with more than \$10 billion in assets, such as Regions Bank, are calculated based on a “scorecard” methodology that seeks to capture both the probability that an individual large institution will fail and the magnitude of the impact on the deposit insurance fund if such a failure occurs, based primarily on the difference between the institution’s average of total assets and average tangible equity. The FDIC has the ability to make discretionary adjustments to the total score, up or down, based upon significant risk factors that may not be adequately captured in the scorecard. For large institutions, including Regions Bank, after accounting for potential base-rate adjustments, the total base assessment rate could range from 1.5 to 40 basis points on an annualized basis.

For more information, see the “FDIC Insurance Assessments” section of Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Annual Report on Form 10-K.

#### ***Acquisitions***

The BHC Act requires every BHC to obtain the prior approval of the Federal Reserve before: (i) it may acquire direct or indirect ownership or control of any voting shares of any bank or savings and loan association, if after such acquisition, the BHC

will directly or indirectly own or control 5% or more of the voting shares of the institution; (ii) it or any of its subsidiaries, other than a bank, may acquire all or substantially all of the assets of any bank or savings and loan association; or (iii) it may merge or consolidate with any other BHC. FHCs must obtain prior approval from the Federal Reserve before acquiring certain non-bank financial companies with assets exceeding \$10 billion. FHCs seeking approval to complete an acquisition must be well-capitalized and well-managed.

The BHC Act further provides that the Federal Reserve may not approve any transaction that would result in a monopoly or would be in furtherance of any combination or conspiracy to monopolize or attempt to monopolize the business of banking in any section of the U.S., or the effect of which may be substantially to lessen competition or to tend to create a monopoly in any section of the country, or that in any other manner would be in restraint of trade, unless the anticompetitive effects of the proposed transaction are clearly outweighed by the public interest in meeting the convenience and needs of the community to be served. The Federal Reserve is also required to consider the financial and managerial resources and future prospects of the BHCs and banks impacted and the convenience and needs of the community to be served. Consideration of financial resources generally focuses on capital adequacy, and the consideration of convenience and needs of the community to be served includes the parties' performance under the CRA. The Federal Reserve must also take into account the institutions' effectiveness in combating money laundering. In addition, pursuant to the Dodd-Frank Act, the BHC Act was amended to require the Federal Reserve to, when evaluating a proposed transaction, consider the extent to which the transaction would result in greater or more concentrated risks to the stability of the U.S. banking or financial system.

#### ***Depositor Preference***

Under federal law, claims of depositors and certain claims for both administrative expenses and employee compensation against an insured depository institution would be afforded a priority over other general unsecured claims against such an institution in the "liquidation or other resolution" of such an institution by any receiver.

#### ***Volcker Rule***

The Dodd-Frank Act prohibits banks and their affiliates from engaging in proprietary trading and investing in, sponsoring and having certain relationships with private funds such as hedge funds or private equity funds that would be considered an investment company for purposes of the Volcker Rule. The final rules implementing the Volcker Rule also require that large BHCs, such as Regions, design and implement compliance programs to ensure adherence to the Volcker Rule's prohibitions. Development and monitoring of the required compliance program may require the expenditure of resources and management attention. In October 2019, the Federal Reserve, OCC, FDIC, CFTC and SEC finalized rules to tailor the application of the Volcker Rule based on the size and scope of a banking entity's trading activities and to clarify and amend certain definitions, requirements and exemptions. These regulators have also stated their intention to engage in further rulemaking with respect to the implementing regulations relating to covered funds, including potential changes to the definition of "covered fund" and the prohibitions on certain covered transactions.

#### ***Consumer Protection Laws***

We are subject to a number of federal and state consumer protection laws, including laws designed to protect customers and promote lending to various sectors of the economy and population. These laws include, but are not limited to, the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the Truth in Savings Act, the Electronic Funds Transfer Act, and their respective state law counterparts.

The CFPB has broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the laws referenced above, fair lending laws and certain other statutes. The CFPB also has examination and primary enforcement authority with respect to depository institutions with \$10 billion or more in assets, including the authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products.

#### ***Financial Privacy and Cybersecurity***

The federal banking regulators have adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a non-affiliated third party. These regulations affect how consumer information is used in diversified financial companies and conveyed to outside vendors. In addition, consumers may also prevent disclosure of certain information among affiliated companies that is assembled or used to determine eligibility for a product or service, such as that shown on consumer credit reports and application information. Consumers also have the option to direct banks and other financial institutions not to share information about transactions and experiences with affiliated companies for the purpose of marketing products or services.

The federal banking regulators regularly issue guidance regarding cybersecurity intended to enhance cyber risk management standards among financial institutions. A financial institution is expected to establish multiple lines of defense and to ensure their risk management processes address the risk posed by potential threats to the institution. A financial institution's management is expected to maintain sufficient processes to effectively respond and recover the institution's operations after a cyber-attack. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations if a critical

service provider of the institution falls victim to this type of cyber-attack. The Regions Information Security Program reflects the requirements of this guidance.

State regulators have also been increasingly active in implementing privacy and cybersecurity standards and regulations. Recently, several states have adopted regulations requiring certain financial institutions to implement cybersecurity programs and providing detailed requirements with respect to these programs, including data encryption requirements. Many states have also recently implemented or modified their data breach notification and data privacy requirements. For example, the California Consumer Privacy Act became effective on January 1, 2020. We expect this trend of state-level activity in those areas to continue and are continually monitoring developments in the states in which our customers are located.

#### ***Community Reinvestment Act***

Regions Bank is subject to the provisions of the CRA. Under the terms of the CRA, Regions Bank has a continuing and affirmative obligation, consistent with safe and sound operation, to help meet the credit needs of its communities, including providing credit to individuals residing in low- and moderate-income neighborhoods. The CRA requires each appropriate federal bank regulatory agency, in connection with its examination of a depository institution, to assess such institution's record in assessing and meeting the credit needs of the community served by that institution, including low- and moderate-income neighborhoods. The regulatory agency's assessment is part of the Federal Reserve's consideration of applications by a bank or BHC to acquire, merge or consolidate with another banking institution or its holding company, to establish a new branch office that will accept deposits or to relocate an office. In the case of a BHC applicant, the Federal Reserve will assess the records of each subsidiary depository institution of the applicant BHC, and such records may be the basis for denying the application. In April 2018, the U.S. Department of Treasury issued a memorandum to the federal banking regulators with recommended changes to the CRA's implementing regulations to reduce their complexity and associated burden on banks. Subsequently, in December 2019, the OCC and FDIC issued a notice of proposed rulemaking intended update and modernize the CRA's implementing regulations. However, the Federal Reserve has not issued any proposed changes. We will continue to evaluate the impact of any changes to the regulations implementing the CRA. Regions Bank's most recent CRA rating from the Federal Reserve is "Satisfactory".

#### ***Compensation Practices***

Our compensation practices are subject to oversight by the Federal Reserve. The federal banking regulators have provided guidance designed to ensure that incentive compensation arrangements at banking organizations take into account risk and are consistent with safe and sound practices. The guidance sets forth the following three key principles with respect to incentive compensation arrangements: (i) the arrangements should provide employees with incentives that appropriately balance risk and financial results in a manner that does not encourage employees to expose their organizations to imprudent risk; (ii) the arrangements should be compatible with effective controls and risk management; and (iii) the arrangements should be supported by strong corporate governance. The guidance provides that supervisory findings with respect to incentive compensation will be incorporated, as appropriate, into the organization's supervisory ratings, which can affect its ability to make acquisitions or perform other actions. The guidance also provides that enforcement actions may be taken against a banking organization if its incentive compensation arrangements or related risk management, control or governance processes pose a risk to the organization's safety and soundness.

#### ***Anti-Money Laundering***

A continued focus of governmental policy relating to financial institutions in recent years has been combating money laundering and terrorist financing. The USA PATRIOT Act broadened the application of anti-money laundering regulations to apply to additional types of financial institutions such as broker-dealers, investment advisors and insurance companies, and strengthened the ability of the U.S. Government to help prevent, detect and prosecute international money laundering and the financing of terrorism. The principal provisions of Title III of the USA PATRIOT Act require that regulated financial institutions, including state member banks: (i) establish an anti-money laundering program that includes training and audit components; (ii) comply with regulations regarding the verification of the identity of any person seeking to open an account; (iii) take additional required precautions with non-U.S. owned accounts; and (iv) perform certain verification and certification of money laundering risk for their foreign correspondent banking relationships. Failure of a financial institution to comply with the USA PATRIOT Act's requirements could have serious legal and reputational consequences for the institution. Regions' banking subsidiary has augmented its systems and procedures to meet the requirements of these regulations and will continue to revise and update their policies, procedures and controls to reflect changes required by the USA PATRIOT Act and implementing regulations. The USA PATRIOT Act also requires federal banking regulators to evaluate the effectiveness of an applicant in combating money laundering in determining whether to approve a proposed bank acquisition.

FinCEN, which drafts regulations implementing the USA PATRIOT Act and other anti-money laundering and Bank Secrecy Act legislation, has adopted rules that require financial institutions to obtain beneficial ownership information with respect to legal entities with which such institutions conduct business, subject to certain exclusions and exemptions. Bank regulators are focusing their examinations on anti-money laundering compliance, and we continue to monitor and augment, where necessary, our anti-money laundering compliance programs.

#### ***Office of Foreign Assets Control Regulation***

The U.S. has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others. These are typically known as the “OFAC” rules based on their administration by the U.S. Treasury Department Office of Foreign Assets Control. The OFAC-administered sanctions targeting countries take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on U.S. persons engaging in financial transactions relating to, making investments in, or providing investment-related advice or assistance to, a sanctioned country; and (ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences.

#### ***Regulation of Broker Dealers and Investment Advisers***

Our subsidiaries, Regions Securities LLC and BlackArch Securities LLC, are registered broker-dealers with the SEC, and Regions Investment Management, Inc. and Highland Associates, Inc. are registered investment advisers with the SEC. These subsidiaries are, as a result, subject to regulation and examination by the SEC, FINRA and other self-regulatory organizations. These regulations cover a broad range of issues, including capital requirements; sales and trading practices; use of client funds and securities; the conduct of directors, officers and employees; record-keeping and recording; supervisory procedures to prevent improper trading on material non-public information; qualification and licensing of sales personnel; and limitations on the extension of credit in securities transactions. In addition to federal registration, state securities commissions require the registration of certain broker-dealers and investment advisers.

#### **Competition**

All aspects of our business are highly competitive. Our subsidiaries compete with other financial institutions located in the states in which they operate and other adjoining states, as well as large banks in major financial centers and other financial intermediaries, such as savings and loan associations, credit unions, Internet banks, finance companies, mutual funds, insurance companies, brokerage and investment banking firms, mortgage companies and financial service operations of major commercial and retail corporations. We expect competition to remain intense among financial services companies given the relatively low interest rate and slower economic environment relative to past economic cycles. Also, future changes in monetary policy, coupled with post-crisis regulatory requirements, may increase competition for certain deposit products. Customers for banking services and other financial services offered by our subsidiaries are generally influenced by convenience, quality of service, personal contacts, price of services and availability of products. Although our position varies in different markets, we believe that our affiliates effectively compete with other financial services companies in their relevant market areas.

#### **Employees**

As of December 31, 2019, Regions and its subsidiaries had 19,564 full-time equivalent employees

#### **Available Information**

We maintain a website at [www.regions.com](http://www.regions.com). We make available on our website, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, including exhibits, and amendments to those reports that are filed with or furnished to the SEC pursuant to Section 13(a) of the Securities Exchange Act of 1934. These documents are made available on our website as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. The SEC also maintains an internet site ([www.sec.gov](http://www.sec.gov)) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. Also available on our website are our (i) Corporate Governance Principles, (ii) Code of Business Conduct and Ethics, (iii) Code of Ethics for Senior Financial Officers, (iv) Fair Disclosure Policy Summary, and (v) the charters of our Audit Committee, Compensation and Human Resources Committee, Nominating and Corporate Governance Committee, and Risk Committee.

## **Item 1A. Risk Factors**

An investment in the Company involves risk, some of which, including market, liquidity, credit, operational, legal, compliance, reputational and strategic risks, could be substantial and is inherent in our business. This risk also includes the possibility that the value of the investment could decrease considerably, and dividends or other distributions concerning the investment could be reduced or eliminated. Discussed below are risk factors that could adversely affect our financial results and condition, as well as the value of, and return on investment in the Company.

### **Risks Related to the Operation of Our Business**

*Our businesses have been, and may continue to be, adversely affected by conditions in the financial markets and economic conditions generally.*

We provide traditional commercial, retail and mortgage banking services, as well as other financial services including asset management, wealth management, securities brokerage, merger-and-acquisition advisory services and other specialty financing. All of our businesses are materially affected by conditions in the financial markets and economic conditions generally or specifically in the Southeastern U.S., the principal markets in which we conduct business. A worsening of business and economic conditions generally or specifically in the principal markets in which we conduct business could have adverse effects on our business, including the following:

- A decrease in the demand for, or the availability of, loans and other products and services offered by us;
- A decrease in the value of our loans held for sale or other assets secured by consumer or commercial real estate;
- An impairment of certain intangible assets, such as goodwill;
- A decrease in interest income from variable rate loans, due to declines in interest rates; and
- An increase in the number of clients and counterparties who become delinquent, file for protection under bankruptcy laws or default on their loans or other obligations to us, which could result in a higher level of nonperforming assets, net charge-offs, provisions for loan losses, and valuation adjustments on loans held for sale.

In the event of severely adverse business and economic conditions generally or specifically in the principal markets in which we conduct business, there can be no assurance that the federal government and the Federal Reserve would intervene. If economic conditions worsen or volatility increases, our business, financial condition and results of operations could be materially adversely affected.

*Ineffective liquidity management could adversely affect our financial results and condition.*

Effective liquidity management is essential for the operation of our business. We require sufficient liquidity to meet customer loan requests, customer deposit maturities/withdrawals, payments on our debt obligations as they come due and other cash commitments under both normal operating conditions and unpredictable circumstances causing industry or general financial market stress. Our access to funding sources in amounts adequate to finance our activities on terms that are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy generally. Factors that could detrimentally impact our access to liquidity sources include a downturn in the geographic markets in which our loans and operations are concentrated or difficult credit markets. Our access to deposits may also be affected by the liquidity needs of our depositors. In particular, a majority of our liabilities during 2019 were checking accounts and other liquid deposits, which are payable on demand or upon several days' notice, while by comparison, a substantial majority of our assets were loans, which cannot be called or sold in the same time frame. Although we have historically been able to replace maturing deposits and advances as necessary, we might not be able to replace such funds in the future, especially if a large number of our depositors seek to withdraw their accounts, regardless of the reason. A failure to maintain adequate liquidity could materially and adversely affect our business, results of operations or financial condition.

*Our operations are concentrated in the Southeastern U.S., and adverse changes in the economic conditions in this region can adversely affect our financial results and condition.*

Our operations are concentrated in the Southeastern U.S., particularly in the states of Alabama, Florida, Georgia, Louisiana, Mississippi and Tennessee. As a result, local economic conditions in the Southeastern U.S. significantly affect the demand for the loans and other products we offer to our customers (including real estate, commercial and construction loans), the ability of borrowers to repay these loans and the value of the collateral securing these loans. Following the financial crisis, the national real estate market experienced a significant decline in value, and the value of real estate in Florida in particular declined significantly more than real estate values in the U.S. as a whole. This decline has had an adverse impact on some of our borrowers and on the value of the collateral securing many of our loans. Although real estate in many geographies has improved, any further declines in the future may affect borrowers and collateral values, which could adversely affect our currently performing loans, leading to future delinquencies or defaults and increases in our provision for loan losses. Further or continued adverse changes in these economic conditions could materially adversely affect our business, results of operations or financial condition.

***Weather-related events and other natural disasters, including those caused or exacerbated by climate change, as well as man-made disasters, could cause a disruption in our operations or other consequences that could have an adverse impact on financial results and condition.***

A significant portion of our operations is located in the areas bordering the Gulf of Mexico and the Atlantic Ocean, regions that are susceptible to hurricanes, or in areas of the Southeastern U.S. that are susceptible to tornadoes and other severe weather events. In particular, in recent years, a number of severe Atlantic Ocean hurricanes impacted areas in our footprint. Many areas in the Southeastern U.S. have also experienced severe droughts and floods in recent years. Any of these, or any other severe weather event, could cause disruption to our operations and could have a material adverse effect on our overall business, results of operations or financial condition. While we maintain insurance covering many of these weather-related events, including coverage for lost profits and extra expense, there is no insurance against the disruption that a catastrophic earthquake, fire, hurricane, tornado or other severe weather event could produce to the markets that we serve and the resulting adverse impact on our borrowers' ability to timely repay their loans and the value of any collateral held by us. The severity and impact of future earthquakes, fires, hurricanes, tornadoes, droughts, floods and other weather-related events are difficult to predict and may be exacerbated by global climate change. Man-made disasters and other events connected with the Gulf of Mexico or Atlantic Ocean, such as oil spills, could have similar effects.

Climate change may worsen the severity and impact of future earthquakes, fires, hurricanes, tornadoes, droughts, floods and other extreme weather-related events that could cause disruption to our business and operations. Chronic results of climate change such as shifting weather patterns could also cause disruption to our business and operations.

***We are subject to environmental, social and governance risks that could adversely affect our reputation and the trading price of our common stock.***

We are subject to a variety of risks that arise out of the set of concerns that together comprise what have become commonly known as ESG matters. Risks arising from ESG matters may adversely affect, among other things, our reputation and the trading price of our common stock.

As a large financial institution with a diverse base of customers, vendors and suppliers, we may face potential negative publicity based on the identity of those we choose to do business with and the public's (or certain segments of the public's) view of those customers. This negative publicity may be driven by adverse news coverage in traditional media and may also be spread through the use of social media platforms. If Regions' relationships with its customers, vendors and suppliers were to become the subject of such negative publicity, our ability to attract and retain customers and employees may be negatively impacted and our stock price may also be impacted.

Additionally, investors have begun to consider how corporations are addressing ESG matters when making investment decisions. For example, certain investors are beginning to incorporate the business risks of climate change and the adequacy of companies' responses to climate change and other ESG matters as part of their investment theses. These shifts in investing priorities may result in adverse effects on the trading price of our common stock if investors determine that Regions has not made sufficient progress on ESG matters.

***If we experience greater credit losses in our loan portfolios than anticipated, our earnings may be materially adversely affected.***

As a lender, we are exposed to the risk that our customers will be unable to repay their loans and leases according to their terms and that any collateral securing the payment of their loans and leases may not be sufficient to assure repayment. Credit losses are inherent in the business of making loans and could have a material adverse effect on our operating results.

We make various assumptions and judgments about the collectability of our loan portfolio and provide an allowance for credit losses based on a number of factors. Our management periodically determines the allowance for credit losses based on available information, including the quality of the loan portfolio, economic conditions, the value of the underlying collateral and the level of non-accrual loans. Increases in the allowance will result in an expense for the period, thereby reducing our reported net income. If, as a result of general economic conditions, there is a decrease in asset quality or growth in the loan portfolio and management determines that additional increases in the allowance for credit losses are necessary, we may incur additional expenses which will reduce our net income, and our business, results of operations or financial condition may be materially adversely affected.

Although our management will establish an allowance for credit losses it believes is appropriate to absorb reasonably estimable losses in our loan portfolio, this allowance may not be adequate. For example, if a hurricane or other natural disaster were to occur in one of our principal markets or if economic conditions in those markets were to deteriorate unexpectedly, additional credit losses not incorporated in the existing allowance for credit losses may occur. Losses in excess of the existing allowance for credit losses will reduce our net income and could adversely affect our business, results of operations or financial condition, perhaps materially.

In addition, bank regulatory agencies will periodically review our allowance for credit losses and the value attributed to non-accrual loans and to real estate acquired through foreclosure. Such regulatory agencies may require us to adjust our determination

of the value for these items. These adjustments could materially adversely affect our business, results of operations or financial condition.

As discussed in greater detail below, CECL became effective January 1, 2020, and substantially changed the accounting for credit losses on loans and other financial assets. The accounting standard removes the existing “probable” threshold in GAAP for recognizing credit losses and instead requires companies to reflect their estimate of credit losses over the life of the financial assets. See Note 1 “Summary of Significant Accounting Policies” to the consolidated financial statements of this Annual Report on Form 10-K for disclosure on the estimated impact to the allowance at adoption.

***Weakness in the residential real estate markets could adversely affect our performance.***

As of December 31, 2019, consumer residential real estate loans represented approximately 27.8% of our total loan portfolio. Declines in home values would adversely affect the value of collateral securing the residential real estate that we hold, as well as the volume of loan originations and the amount we realize on the sale of real estate loans. These factors could result in higher delinquencies and greater charge-offs in future periods, which could materially adversely affect our business, financial condition or results of operations.

***Weakness in the commercial real estate markets could adversely affect our performance.***

As of December 31, 2019, approximately 7.5% of our loan portfolio consisted of investor real estate loans. The properties securing income-producing investor real estate loans are typically not fully leased at the origination of the loan. The borrower’s ability to repay the loan is instead dependent upon additional leasing through the life of the loan or the borrower’s successful operation of a business. Weak economic conditions may impair a borrower’s business operations and typically slow the execution of new leases. Such economic conditions may also lead to existing lease turnover. As a result of these factors, vacancy rates for retail, office and industrial space may increase. High vacancy rates could also result in rents falling. The combination of these factors could result in deterioration in the fundamentals underlying the commercial real estate market and the deterioration in value of some of our loans. Any such deterioration could adversely affect the ability of our borrowers to repay the amounts due under their loans. As a result, our business, results of operations or financial condition may be materially adversely affected.

***Risks associated with home equity products where we are in a second lien position could materially adversely affect our performance.***

Home equity products, particularly those where we are in a second lien position, and particularly those in certain geographic areas, may carry a higher risk of non-collection than other loans. Home equity lending includes both home equity loans and lines of credit. Of our \$8.4 billion home equity portfolio at December 31, 2019, approximately \$5.3 billion were home equity lines of credit and \$3.1 billion were closed-end home equity loans (primarily originated as amortizing loans). This type of lending, which is secured by a first or second mortgage on the borrower’s residence, allows customers to borrow against the equity in their home. Real estate market values at the time of origination directly affect the amount of credit extended, and, in addition, past and future changes in these values impact the depth of potential losses. Second lien position lending carries higher credit risk because any decrease in real estate pricing may result in the value of the collateral being insufficient to cover the second lien after the first lien position has been satisfied. As of December 31, 2019, approximately \$2.8 billion of our home equity lines and loans were in a second lien position.

***Weakness in commodity businesses could adversely affect our performance.***

Many of our borrowers operate in industries that are directly or indirectly impacted by changes in commodity prices. This includes agriculture, livestock, metals, timber, textiles and energy businesses (including oil, gas and petrochemical), as well as businesses indirectly impacted by commodities prices such as businesses that transport commodities or manufacture equipment used in production of commodities. Changes in commodity products prices depend on local, regional and global events or conditions that affect supply and demand for the relevant commodity. These industries have been, and may in the future be, subject to significant volatility. For example, oil prices have been volatile in recent years, and our energy-related portfolio may be subject to additional pressure on credit quality metrics including past due, criticized, and non-performing loans, as well as net charge-offs. In addition, legislative changes such as the elimination of certain tax incentives could have significant impacts on this portfolio.

***Industry competition may adversely affect our degree of success.***

Our profitability depends on our ability to compete successfully. We operate in a highly competitive industry that could become even more competitive as a result of legislative, regulatory and technological changes, as well as continued industry consolidation. This consolidation may produce larger, better-capitalized and more geographically diverse companies that are capable of offering a wider array of financial products and services at more competitive prices. For example, there have been a number of recently completed or announced significant mergers of financial institutions within our market areas. These mergers will, if completed, allow the merged financial institutions to benefit from cost savings and shared resources.

In our market areas, we face competition from other commercial banks, savings and loan associations, credit unions, Internet banks, finance companies, mutual funds, insurance companies, brokerage and investment banking firms, mortgage companies, and other financial intermediaries that offer similar services. Some of our non-bank competitors are not subject to the same extensive regulations we are and, therefore, may have greater flexibility in competing for business.

In addition, technology has lowered barriers to entry and made it possible for non-banks to offer products and services, such as loans and payment services, that traditionally were banking products, and made it possible for technology companies to compete with financial institutions in providing electronic, internet-based, and mobile phone-based financial solutions. Competition with non-banks, including technology companies, to provide financial products and services is intensifying. In particular, the activity of financial technology companies (“fintechs”) has grown significantly over recent years and is expected to continue to grow. Fintechs have and may continue to offer bank or bank-like products. For example, a number of fintechs have applied for bank or industrial loan charters. In addition, other fintechs have partnered with existing banks to allow them to offer deposit products to their customers. Regulatory changes, such as the recently proposed revisions to the FDIC’s rules on brokered deposits intended to reflect recent technological changes and innovations, may also make it easier for fintechs to partner with banks and offer deposit products. In addition to fintechs, traditional technology companies have begun to make efforts toward providing financial services directly to their customers and are expected to continue to explore new ways to do so. Many of these companies, including our competitors, have fewer regulatory constraints, and some have lower cost structures, in part due to lack of physical locations. Some of these companies also have greater resources to invest in technological improvements than we currently have.

Our ability to compete successfully depends on a number of additional factors, including customer convenience, quality of service, personal contacts, pricing and range of products. If we are unable to successfully compete for new customers and to retain our current customers, our business, financial condition or results of operations may be adversely affected, perhaps materially. In particular, if we experience an outflow of deposits as a result of our customers seeking investments with higher yields or greater financial stability, we may be forced to rely more heavily on borrowings and other sources of funding to operate our business and meet withdrawal demands, thereby adversely affecting our net interest margin and financial performance. In addition, we may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. As a result, our ability to effectively compete to retain or acquire new business may be impaired, and our business, financial condition or results of operations, may be adversely affected.

***Fluctuations in market interest rates may adversely affect our performance.***

Our profitability depends to a large extent on our net interest income and other financing income, which is the difference between the interest income received on interest-earning assets (primarily loans and investment securities) and the interest expense incurred in connection with interest-bearing liabilities (primarily deposits and borrowings). Net interest income and other financing income also includes rental income and depreciation expense associated with operating leases for which Regions is the lessor. The level of net interest income and other financing income is primarily a function of the average balance of interest-earning assets, the average balance of interest-bearing liabilities and the spread between the yield on such assets and the cost of such liabilities. These factors are influenced by both the pricing and mix of interest-earning assets and interest-bearing liabilities which, in turn, are impacted by external factors such as the local economy, competition for loans and deposits, the monetary policy of the FOMC and interest rates markets.

The cost of our deposits and short-term wholesale borrowings is largely based on short-term interest rates, the level of which is influenced heavily by the FOMC’s actions. However, the yields generated by our loans and securities are typically driven by both short-term and longer-term interest rates. Longer-term rates are affected by multiple factors including the actions of the FOMC through actions such as quantitative easing or tightening, and the market’s expectations for future inflation, growth and other economic considerations. The level of net interest income and other financing income is, therefore, influenced by the overall level of interest rates along with the shape of the yield curve. Interest rate volatility can reduce unrealized gains or create unrealized losses in our portfolios. If the interest rates on our interest-bearing liabilities increase at a faster pace than the interest rates on our interest-earning assets, our net interest income and other financing income may decline.

Our net interest income and other financing income would be similarly affected if the interest rates on our interest-earning assets declined at a faster pace than the interest rates on our interest-bearing liabilities. Interest rates remain low by historical standards; however, while still low relative to historical standards, increases in short term and long term interest rates since December 2015 have contributed to growth in net interest income and other financing income and the net interest margin.

Our current one-year interest rate sensitivity position is modestly asset sensitive. As a result, an immediate or gradual decrease in rates over a twelve-month period would likely have a negative impact on twelve-month net interest income and other financing income. Conversely, an increasing rate environment would likely have a positive impact on twelve-month net interest income and other financing income. However, increasing rates would also increase debt service requirements for some of our borrowers and may adversely affect those borrowers’ ability to pay as contractually obligated and could result in additional delinquencies or charge-offs. Our results of operations and financial condition may be adversely affected as a result.

For a more detailed discussion of these risks and our management strategies for these risks, see the “Net Interest Income and Other Financing Income, Margin and Interest Rate Risk,” “Net Interest Income and Other Financing Income and Margin,” “Market Risk-Interest Rate Risk” and “Securities” sections of Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Annual Report on Form 10-K.

***Changes in the method pursuant to which the LIBOR and other benchmark rates are determined could adversely impact our business and results of operations.***



Our floating-rate funding, certain hedging transactions and certain of the products that we offer, such as floating-rate loans and mortgages, determine their applicable interest rate or payment amount by reference to a benchmark rate, such as LIBOR, or to an index, currency, basket or other financial metric. LIBOR and certain other benchmark rates are the subject of recent national, international, and other regulatory guidance and proposals for reform. In July 2017, the Chief Executive of the FCA announced that the FCA intends to stop persuading or compelling banks to submit rates for the calculation of LIBOR after 2021. This announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. Consequently, at this time, it is not possible to predict whether and to what extent banks will continue to provide submissions for the calculation of LIBOR. Similarly, it is not possible to predict whether LIBOR will continue to be viewed as an acceptable market benchmark, what rate or rates may become accepted alternatives to LIBOR, or what the effect of any such changes in views or alternatives may be on the markets for LIBOR-linked financial instruments.

Regulators, industry groups and certain committees (e.g., the Alternative Reference Rates Committee) have, among other things, published recommended fallback language for LIBOR-linked financial instruments, identified recommended alternatives for certain LIBOR rates (e.g., the SOFR as the recommended alternative to U.S. Dollar LIBOR), and proposed implementations of the recommended alternatives in floating rate instruments. At this time, it is not possible to predict whether these recommendations and proposals will be broadly accepted, whether they will continue to evolve, and what the effect of their implementation may be on the markets for floating-rate financial instruments.

Certain of our LIBOR-based financial products and contracts, including, but not limited to, hedging products, debt obligations, preferred stock, investments, and loans, extend beyond 2021. We are in the process of assessing the impact that a cessation or market replacement of LIBOR would have on these various products and contracts.

***Any future reductions in our credit ratings may increase our funding costs and place limitations on business activities.***

The major ratings agencies regularly evaluate us, and their ratings are based on a number of factors, including our financial strength and conditions affecting the financial services industry generally. In general, ratings agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix and level and quality of earnings, and we may not be able to maintain our current credit ratings. The ratings assigned to Regions and Regions Bank remain subject to change at any time, and it is possible that any ratings agency will take action to downgrade Regions, Regions Bank or both in the future. Additionally, ratings agencies may also make substantial changes to their ratings policies and practices, which may affect our credit ratings. In the future, changes to existing ratings guidelines and new ratings guidelines may, among other things, adversely affect the ratings of our securities or other securities in which we have an economic interest.

Regions' credit ratings can have negative consequences that can impact our ability to access the debt and capital markets, as well as reduce our profitability through increased costs on future debt issuances. If Regions were to be downgraded below investment grade, we may not be able to reliably access the short-term unsecured funding markets, and certain customers could be prohibited from placing deposits with Regions Bank, which could cause us to hold more cash and liquid investments to meet our ongoing liquidity needs. Such actions could reduce our profitability as these liquid investments earn a lower return than other assets, such as loans. Regions' liquidity policy requires that the holding company maintain the greater of (i) cash sufficient to cover 18 months of debt service and other cash needs or (ii) a cash balance of \$500 million. Although this policy helps protect us against the costs of unexpected adverse funding environments, we cannot guarantee that this policy will be sufficient.

Additionally, if Regions were to be downgraded to below investment grade, certain counterparty contracts may be required to be renegotiated or require posting of additional collateral. Refer to Note 21 "Derivative Financial Instruments and Hedging Activities - Contingent Features" to the consolidated financial statements of this Annual Report on Form 10-K for the fair value of contracts subject to contingent credit features and the collateral postings associated with such contracts. Although the exact amount of additional collateral is unknown, it is reasonable to conclude that Regions may be required to post additional collateral related to existing contracts with contingent credit features.

***The value of our goodwill and other intangible assets may decline in the future.***

As of December 31, 2019, we had \$4.8 billion of goodwill and \$105 million of other intangible assets. A significant decline in our expected future cash flows, a significant adverse change in the business climate, slower economic growth or a significant and sustained decline in the price of our common stock, any or all of which could be materially impacted by many of the risk factors discussed herein, may necessitate our taking charges in the future related to the impairment of our goodwill. Future regulatory actions could also have a material impact on assessments of goodwill for impairment. If we were to conclude that a future write-down of our goodwill is necessary, we would record the appropriate charge, which could have a material adverse effect on our results of operations.

Identifiable intangible assets other than goodwill consist of core deposit intangibles, purchased credit card relationship assets, and the DUS license. Adverse events or circumstances could impact the recoverability of these intangible assets including loss of core deposits, significant losses of credit card accounts and/or balances, increased competition and adverse changes in the economy. To the extent these intangible assets are deemed unrecoverable, a non-cash impairment charge would be recorded, which could have a material adverse effect on our results of operations.

***The value of our deferred tax assets could adversely affect our operating results and regulatory capital ratios.***

As of December 31, 2019, Regions had approximately \$328 million in net deferred tax liabilities, which include approximately \$461 million of deferred tax assets (net of valuation allowance of \$32 million). Our deferred tax assets are subject to an evaluation of whether it is more likely than not that they will be realized for financial statement purposes. In making this determination, we consider all positive and negative evidence available, including the impact of recent operating results, future reversals of taxable temporary differences, future taxable income exclusive of reversing temporary differences and carryforwards and tax planning strategies. We have determined that the deferred tax assets are more likely than not to be realized at December 31, 2019 (except for \$32 million related to state deferred tax assets for which we have established a valuation allowance). If we were to conclude that a significant portion of our deferred tax assets were not more likely than not to be realized, the required valuation allowance could adversely affect our financial position, results of operations and regulatory capital ratios. In addition, the value of our deferred tax assets could be adversely affected by a change in statutory tax rates.

***Changes in the soundness of other financial institutions could adversely affect us.***

Financial services companies are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. As a result, defaults by, or even mere speculation about, one or more financial services companies, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated if the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or lease or derivative exposure due us. Any such losses may materially and adversely affect our business, financial condition or results of operations.

***Our businesses may be adversely affected if we are unable to hire and retain qualified employees.***

Our success depends, in part, on our executive officers and other key personnel. The market for qualified individuals is highly competitive, and we may not be able to attract and retain qualified personnel or candidates to replace or succeed members of our senior management team or other key personnel. Our compensation practices are subject to review and oversight by the Federal Reserve, the FDIC and other regulators. As a large financial and banking institution, we may be subject to limitations on compensation practices, which may or may not affect our competitors, by the Federal Reserve, the FDIC or other regulators. These limitations could further affect our ability to attract and retain our executive officers and other key personnel, in particular as we are more often competing for personnel with fintechs and other less regulated entities who may not have the same limitations on compensation as we do.

***Maintaining or increasing market share may depend on market acceptance and regulatory approval of new products and services.***

Our success depends, in part, on the ability to adapt products and services to evolving industry standards. There is increasing pressure to provide products and services at lower prices. This can reduce net interest income and other financing income and non-interest income from fee-based products and services. In addition, the widespread adoption of new technologies could require us to make substantial capital expenditures to modify or adapt existing products and services or develop new products and services. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients, or be subject to cost increases, and our business, financial condition or results of operations may be adversely affected.

***We are subject to a variety of operational risks, including the risk of fraud or theft by employees, which may adversely affect our business and results of operations.***

We are exposed to many types of operational risks, including business continuity, process, third party, information technology, human resource, model, and fraud risks. Regions' fraud risks include fraud committed by external parties against the Company or its customers and fraud committed internally by our associates. Certain fraud risks, including identity theft and account takeover may increase as a result of customers' account or personally identifiable information being obtained through breaches of retailers' or other third parties' networks. We have established processes and procedures intended to identify, measure, monitor, mitigate, report and analyze these risks; however, there are inherent limitations to our risk management strategies as there may exist, or develop in the future, risks that we have not appropriately anticipated, monitored or identified. If our risk management framework proves ineffective, we could suffer unexpected losses, we may have to expend resources detecting and correcting the failure in our systems and we may be subject to potential claims from third parties and government agencies. We may also suffer severe reputational damage. Any of these consequences could adversely affect our business, financial condition or results of operations. In particular, the unauthorized disclosure, misappropriation, mishandling or misuse of personal, non-public, confidential or proprietary information of customers could result in significant regulatory consequences, reputational damage and financial loss.

***Damage to our reputation could significantly harm our businesses.***

Our ability to attract and retain customers and highly-skilled management and employees is impacted by our reputation. A negative public opinion of us and our business can result from any number of activities, including our lending practices, corporate

governance and regulatory compliance, acquisitions and actions taken by our regulators or by community organizations in response to these activities. Furthermore, negative publicity regarding Regions as an employer could have an adverse impact on our reputation, especially with respect to matters of diversity, pay equity and workplace harassment.

Significant harm to our reputation could also arise as a result of regulatory or governmental actions, litigation or the activities of our customers, other participants in the financial services industry or our contractual counterparties, such as our service providers and vendors, particularly given increased attention on how corporations address environmental, social and governance issues.

In addition, a cybersecurity event impacting us or our customers' data could have a negative impact on our reputation and customer confidence in Regions and its cybersecurity. Damage to our reputation could also adversely affect our credit ratings and access to the capital markets.

Additionally, whereas negative public opinion once was primarily driven by adverse news coverage in traditional media, the increased use of social media platforms facilitates the rapid dissemination of information or misinformation, which magnifies the potential harm to our reputation.

***We are subject to a variety of systems failure and cybersecurity risks that could adversely affect our business and financial performance.***

Failure in or breach of our systems or infrastructure, or those of our third-party service providers (or providers to such third-party service providers), including as a result of cyber-attacks, could disrupt our businesses or the businesses of our customers. This could result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause financial losses. As a large financial institution, we depend on our ability to process, record and monitor a large number of customer transactions on a continuous basis. As public and regulatory expectations, as well as our customers' expectations, have increased regarding operational performance and information security, our systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions and breakdowns. Our business, financial, accounting and data processing systems or other operating systems and facilities may stop operating properly or become disabled or damaged as a result of a number of factors, including events that are wholly or partially beyond our control. For example, there could be electrical or telecommunications outages; natural disasters such as earthquakes, tornadoes and hurricanes; pandemics; events arising from local or larger scale political or social matters, including terrorist acts; and, as described below, cyber-attacks. Although we have business continuity plans and other safeguards in place, our business operations may be adversely affected by significant and widespread disruption to our physical infrastructure or operating systems that support our businesses and customers. For a discussion of the guidance that federal banking regulators have released regarding cybersecurity and cyber risk management standards, see the "Supervision and Regulation-Financial Privacy and Cybersecurity" section of Item 1. "Business" of this Annual Report on Form 10-K.

Information security risks for large financial institutions, such as Regions, have increased significantly in recent years in part because of the proliferation of Internet and mobile banking and the increased sophistication and activities of organized crime, hackers, terrorists, nation-states, activists and other external parties. This increase is expected to continue and further intensify. Third parties with whom we or our customers do business also present operational and information security risks to us, including security breaches or failures of their own systems. As noted above, our operations rely on the secure processing, transmission and storage of confidential information in our computer systems and networks. In addition, to access our products and services, our customers may use personal computers, smartphones, tablets, and other mobile devices that are beyond our control environment. Although we believe that we have appropriate information security procedures and controls designed to prevent or limit the effects of a cyber-attack or information security breach, our technologies, systems, networks and our customers' devices may be the target of cyber-attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of Regions' or our customers' confidential, proprietary and other information. We also have insurance coverage that may, subject to policy terms and conditions, cover certain losses associated with cyber-attacks or information security breaches, but it may be insufficient to cover all losses from any such attack or breach, including any related damage to our reputation. Additionally, cyber-attacks, such as denial of service attacks, hacking or terrorist activities, could disrupt Regions' or our customers' or other third parties' business operations. For example, denial of service attacks have been launched against a number of large financial services institutions, including Regions. Although these past events have not resulted in a breach of Regions' client data or account information, such attacks have adversely affected the performance of Regions Bank's website, [www.regions.com](http://www.regions.com), and, in some instances, prevented customers from accessing Regions Bank's secure websites for consumer and commercial applications. In all cases, the attacks primarily resulted in inconvenience; however, future cyber-attacks could be more disruptive and damaging, and Regions may not be able to anticipate or prevent all such attacks. As cyber threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our layers of defense or to investigate and remediate any information security vulnerabilities. We may also be required to incur significant costs in connection with any regulatory investigation or civil litigation resulting from a cyber-attack or information security breach that impacts us. In addition, our third-party service providers may be unable to identify vulnerabilities in their systems or, once identified, be unable to promptly provide required patches. Further, even if provided, such patches may not fully remediate any vulnerability or may be difficult for Regions to implement. The techniques used by cyber criminals change frequently, may not be recognized until launched and can be initiated from a variety of sources, including terrorist organizations and hostile foreign governments. These criminals may attempt to

fraudulently induce employees, customers or other users of our systems to disclose sensitive information in order to gain access to data or our systems.

Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber-attacks or security breaches of the networks, systems or devices that our customers use to access our products and services, could result in customer attrition, regulatory fines, civil litigation, penalties or intervention, reputational damage, reimbursement or other compensation costs, remediation costs, additional cybersecurity protection costs, increased insurance premiums and/or additional compliance costs, any of which could materially adversely affect our business, results of operations or financial condition. We could also be adversely affected if we lost access to information or services from a third-party service provider as a result of a security breach, system or operational failure or disruption affecting the third-party service provider. For a more detailed discussion of these risks and specific occurrences, see the “Information Security Risk” section of Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Annual Report on Form 10-K.

We are also subject to laws and regulations relating to the privacy of the information of clients, employees or others, and any failure to comply with these laws and regulations could expose us to liability and/or reputational damage. As new privacy-related laws and regulations, such as the GDPR, California Consumer Privacy Act and any future laws and regulations which will be modeled after those laws, are implemented, the time and resources needed for us to comply with such laws and regulations, as well as our potential liability for non-compliance and reporting obligations in the case of data breaches, may significantly increase. In addition, our businesses are increasingly subject to laws and regulations relating to privacy, surveillance, encryption and data use in the jurisdictions in which we operate. Compliance with these laws and regulations may require us to change our policies, procedures and technology for information security and segregation of data, which could, among other things, make us more vulnerable to operational failures and to monetary penalties for breach of such laws and regulations.

***We rely on other companies to provide key components of our business infrastructure.***

Third parties provide key components of our business operations such as data processing, recording and monitoring transactions, online banking interfaces and services, Internet connections and network access. While we have selected these third-party vendors carefully, performing upfront due diligence and ongoing monitoring activities, we do not control their actions. Any problems caused by these third parties, including those resulting from disruptions in services provided by a vendor (including as a result of a cyber-attack, other information security event or a natural disaster), financial or operational difficulties for the vendor, issues at third-party vendors to the vendors, failure of a vendor to handle current or higher volumes, failure of a vendor to provide services for any reason, poor performance of services, failure to comply with applicable laws and regulations, or fraud or misconduct on the part of employees of any of our vendors, could adversely affect our ability to deliver products and services to our customers, our reputation and our ability to conduct our business. In certain situations, replacing these third-party vendors could also create significant delay and expense. Accordingly, use of such third parties creates an unavoidable, inherent risk to our business operations.

***We depend on the accuracy and completeness of information about clients and counterparties.***

In deciding whether to extend credit or enter into other transactions with clients and counterparties, we may rely on information furnished by or on behalf of clients and counterparties, including financial statements and other financial information. We also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors if made available. If this information is inaccurate, we may be subject to regulatory action, reputational harm or other adverse effects with respect to the operation of our business, our financial condition and our results of operations.

***We are exposed to risk of environmental liability when we take title to property.***

In the course of our business, we may foreclose on and take title to real estate. As a result, we could be subject to environmental liabilities with respect to these properties. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination or may be required to investigate or clean up hazardous or toxic substances or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, if we are the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. If we become subject to significant environmental liabilities, our business, financial condition or results of operations could be adversely affected.

***We rely on the mortgage secondary market for some of our liquidity.***

In 2019, we sold 45.6% of the mortgage loans we originated to the Agencies. We rely on the Agencies to purchase loans that meet their conforming loan requirements in order to reduce our credit risk and provide funding for additional loans we desire to originate. We cannot provide assurance that the Agencies will not materially limit their purchases of conforming loans due to capital constraints, a change in the criteria for conforming loans or other factors. Additionally, various proposals have been made to reform the U.S. residential mortgage finance market, including the role of the Agencies. The exact effects of any such reforms, if implemented, are not yet known, but they may limit our ability to sell conforming loans to the Agencies. If we are unable to continue to sell conforming loans to the Agencies, our ability to fund, and thus originate, additional mortgage loans may be adversely affected, which would adversely affect our results of operations.

***We are subject to a variety of risks in connection with any sale of loans we may conduct.***

In connection with our sale of one or more loan portfolios, we may make certain representations and warranties to the purchaser concerning the loans sold and the procedures under which those loans have been originated and serviced. If any of these representations and warranties are incorrect, we may be required to indemnify the purchaser for any related losses, or we may be required to repurchase part or all of the affected loans. We may also be required to repurchase loans as a result of borrower fraud or in the event of early payment default by the borrower on a loan we have sold. If we are required to make any indemnity payments or repurchases and do not have a remedy available to us against a solvent counterparty, we may not be able to recover our losses resulting from these indemnity payments and repurchases. Consequently, our results of operations may be adversely affected.

In addition, we must report as held for sale any loans that we have undertaken to sell, whether or not a purchase agreement for the loans has been executed. We may, therefore, be unable to ultimately complete a sale for part or all of the loans we classify as held for sale. Management must exercise its judgment in determining when loans must be reclassified from held for investment status to held for sale status under applicable accounting guidelines. Any failure to accurately report loans as held for sale could result in regulatory investigations and monetary penalties. Any of these actions could adversely affect our financial condition and results of operations. Reclassifying loans from held for investment to held for sale also requires that the affected loans be marked to the lower of cost or fair value. As a result, any loans classified as held for sale may be adversely affected by changes in interest rates and by changes in the borrower's creditworthiness. We may be required to reduce the value of any loans we mark held for sale, which could adversely affect our results of operations.

***A downgrade or potential downgrade of the U.S. Government's sovereign credit rating by one or more credit ratings agencies, and developments in international trade, could adversely affect our business.***

Future uncertainty over U.S. fiscal policy could result in a downgrade or a reduction in the outlook of the U.S. long-term sovereign credit rating by one or more credit ratings agencies. Any downgrade, or perceived future downgrade, in the U.S. sovereign credit rating or outlook could adversely affect global financial markets and economic conditions and may result in, among other things, increased volatility and illiquidity in the capital markets, declines in consumer confidence, increased unemployment levels and declines in the value of U.S. Treasury securities and securities guaranteed by the U.S. government. As a result, our business, liquidity, results of operations and financial condition may be adversely affected. Additionally, the economic conditions resulting from any such downgrade or perceived future downgrade may significantly exacerbate the other risks we face. In addition, unfavorable or uncertain economic and market conditions can be caused by the imposition of tariffs or other limitations on international trade and travel, which could increase market volatility, negatively impact client activity, and adversely affect our businesses.

***Our reported financial results depend on management's selection of accounting methods and certain assumptions and estimates.***

Our accounting policies and assumptions are fundamental to our reported financial condition and results of operations. Our management must exercise judgment in selecting and applying many of these accounting policies and methods so they comply with GAAP and reflect management's judgment of the most appropriate manner to report our financial condition and results. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which may be reasonable under the circumstances, yet may result in us reporting materially different results than would have been reported under a different alternative.

Certain accounting policies are critical to presenting our reported financial condition and results of operations. They require management to make difficult, subjective or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions or estimates. The Company's critical accounting estimates include: the allowance for credit losses; fair value measurements; intangible assets; residential MSR's; and income taxes. Because of the uncertainty of estimates involved in these matters, we may be required to do one or more of the following: significantly increase the allowance for credit losses and/or sustain credit losses that are significantly higher than the allowance provided; recognize significant impairment on our goodwill, other intangible assets or deferred tax asset balances; significantly increase our accrued income taxes; or significantly decrease the value of our residential MSR's. Any of these actions could adversely affect our reported financial condition and results of operations.

***If the models that we use in our business perform poorly or provide inadequate information, our business or results of operations may be adversely affected.***

We utilize quantitative models to assist in measuring risks and estimating or predicting certain financial values. Models may be used in processes such as determining the pricing of various products, grading loans and extending credit, measuring interest rate and other market risks, forecasting financial performance, predicting losses, improving customer services, maintaining adherence to laws and regulations, assessing capital adequacy, and calculating regulatory capital levels, as well as to estimate the value of financial instruments and balance sheet items. Poorly designed, implemented, or managed models present the risk that our business decisions that consider information based on such models will be adversely affected due to the inadequacy or inaccuracy of that information, which may damage our reputation and adversely affect our reported financial condition and results of operations. Also, information we provide to the public or to our regulators based on poorly designed, implemented, or managed models could

be inaccurate or misleading. Some of the decisions that our regulators make, including those related to capital distributions to our stockholders, could be affected adversely due to the perception that the quality of the models used to generate the relevant information is insufficient.

***Changes in our accounting policies or in accounting standards could materially affect how we report our financial results and condition.***

From time to time, the FASB and SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can be difficult to predict and can materially impact how we record and report our financial condition and results of operations. For example, FASB's CECL accounting standard became effective on January 1, 2020 and substantially changed the accounting for credit losses on loans and other financial assets held by banks, financial institutions and other organizations. The standard removes the existing "probable" threshold in GAAP for recognizing credit losses and instead requires companies to reflect their estimate of credit losses over the life of the financial assets. Companies must consider all relevant information when estimating expected credit losses, including details about past events, current conditions, and reasonable and supportable forecasts. The standard had a material impact to the allowance and capital at adoption. See Regions' estimated impact at adoption in Note 1 "Summary of Significant Accounting Policies" to the consolidated financial statements of this Annual Report on Form 10-K.

In December 2018, the Federal banking agencies released a final rule to provide relief for the initial capital decrease at adoption of CECL by allowing the impact to be phased-in over a three-year period, such that 25% of the transitional amounts are phased-in during the first year (2020) with an additional 25% phased in each subsequent year, such that the impact of adoption would be completely recognized by the beginning of the fourth year (2023). Regions plans to elect the phase-in.

The adoption of CECL may also impact Regions' ongoing earnings, perhaps materially, due in part to changes in loan portfolio composition, changes in credit metrics, and changes in the macroeconomic forecast. Regions' ability to accurately forecast the future economic environment could result in volatility in the provision as a result of the new accounting standard.

**Risks Arising From the Legal and Regulatory Framework in which Our Business Operates**

***We are, and may in the future be, subject to litigation, investigations and governmental proceedings that may result in liabilities adversely affecting our financial condition, business or results of operations or in reputational harm.***

We and our subsidiaries are, and may in the future be, named as defendants in various class actions and other litigation, and may be the subject of subpoenas, reviews, requests for information, investigations, and formal and informal proceedings by government and self-regulatory agencies regarding our and their businesses and activities (including subpoenas, requests for information and investigations related to the activities of our customers). Any such matters may result in material adverse consequences to our results of operations, financial condition or ability to conduct our business, including adverse judgments, settlements, fines, penalties (including civil money penalties under applicable banking laws), injunctions, restrictions on our business activities or other relief. Our involvement in any such matters, even if the matters are ultimately determined in our favor, could also cause significant harm to our reputation and divert management attention from the operation of our business. Further, any settlement, consent order or adverse judgment in connection with any formal or informal proceeding or investigation by government or self-regulatory agencies may result in additional litigation, investigations or proceedings as other litigants and government or self-regulatory agencies (including the inquiries mentioned above) begin independent reviews of the same businesses or activities. In general, the amounts paid by financial institutions in settlement of proceedings or investigations, including those relating to anti-money laundering matters or sales practices, have increased substantially and are likely to remain elevated. In some cases, governmental authorities have required criminal pleas or other extraordinary terms as part of such settlements, which could have significant collateral consequences for a financial institution, including loss of customers, restrictions on the ability to access the capital markets, and the inability to operate certain businesses or offer certain products for a period of time. In addition, enforcement matters could impact our supervisory and CRA ratings, which may in turn restrict or limit our activities.

In recent years, a number of judicial decisions have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories, collectively termed "lender liability." Generally, lender liability is founded on the premise that a lender has either violated a duty, whether implied or contractual, of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in the creation of a fiduciary duty owed to the borrower or its other creditors or stockholders. In the future, Regions could become subject to claims based on this or other evolving legal theories.

Additional information relating to our litigation, investigations and other proceedings is discussed in Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements of this Annual Report on Form 10-K.

***We may face significant claims for indemnification in connection with our sale of Morgan Keegan in 2012.***

In April 2012, Regions closed the sale of Morgan Keegan and related affiliates to Raymond James. In connection with the sale, Regions agreed to indemnify Raymond James for all litigation and certain other matters related to pre-closing activities of Morgan Keegan. Indemnifiable losses under the indemnification provision include legal and other expenses, such as costs for defense, judgments, settlements and awards associated with the resolution of litigation related to pre-closing activities. As of December 31, 2019, the carrying value of the indemnification obligation is immaterial and reflects an estimate of liability; however,

actual liabilities can potentially be higher than amounts reserved. The amount of liability that we may ultimately incur from indemnification claims may have an adverse impact, perhaps materially, on our financial condition or results of operations.

***We are subject to extensive governmental regulation, which could have an adverse impact on our operations.***

We are subject to extensive state and federal regulation, supervision and examination governing almost all aspects of our operations, which limits the businesses in which we may permissibly engage. The laws and regulations governing our business are intended primarily for the protection of our depositors, our customers, the financial system and the FDIC insurance fund, not our stockholders or other creditors. These laws and regulations govern a variety of matters, including certain debt obligations, changes in control, maintenance of adequate capital, and general business operations and financial condition (including permissible types, amounts and terms of loans and investments, the amount of reserves against deposits, restrictions on dividends, establishment of branch offices, and the maximum interest rate that may be charged by law). Further, we must obtain approval from our regulators before engaging in many activities, and our regulators have the ability to compel us to, or restrict us from, taking certain actions entirely. There can be no assurance that any regulatory approvals we may require or otherwise seek will be obtained.

Regulations affecting banks and other financial institutions are undergoing continuous review and frequently change, and the ultimate effect of such changes cannot be predicted. Changes to the legal and regulatory framework governing our operations, including the passage and continued implementation of the Dodd-Frank Act and EGRRCPA, have significantly revised the laws and regulations under which we operate. Regulations and laws may be modified or repealed at any time, and new legislation may be enacted that will affect us, Regions Bank and our subsidiaries.

Any changes in any federal and state law, as well as regulations and governmental policies, income tax laws and accounting principles, could affect us in substantial and unpredictable ways, including ways that may adversely affect our business, financial condition or results of operations. Failure to appropriately comply with any such laws, regulations or principles could result in sanctions by regulatory agencies, civil money penalties or damage to our reputation, all of which could adversely affect our business, financial condition or results of operations. Our regulatory position is discussed in greater detail in Note 13 "Regulatory Capital Requirements and Restrictions" in the Notes to the Consolidated Financial Statements in Item 8. of this Annual Report on Form 10-K.

***We may be subject to more stringent capital and liquidity requirements.***

Regions and Regions Bank are each subject to capital adequacy and liquidity guidelines and other regulatory requirements specifying minimum amounts and types of capital that must be maintained. From time to time, the regulators implement changes to these regulatory capital adequacy and liquidity guidelines. If we fail to meet these minimum capital adequacy and liquidity guidelines and other regulatory requirements, we or our subsidiaries may be restricted in the types of activities we may conduct and may be prohibited from taking certain capital actions, such as paying dividends and repurchasing or redeeming capital securities.

Regions and Regions Bank are each required to comply with applicable capital adequacy standards established by the Federal Reserve, which are based on the Basel III framework. The Basel Committee has published standards that it describes as the finalization of the Basel III post-crisis regulatory reforms. These standards will generally be effective on January 1, 2022, with an aggregate output floor phasing in through January 1, 2027. Among other things, these standards revise the standardized approach for credit risk and provide a new standardized approach for operational risk capital. The impact of these standards on us will depend on the manner in which the revisions are implemented in the U.S. with respect to firms such as Regions and Regions Bank.

For more information concerning our compliance with capital and liquidity requirements, see Note 13 "Regulatory Capital Requirements and Restrictions" in the Notes to the Consolidated Financial Statements in Item 8. of this Annual Report on Form 10-K.

***Rulemaking changes implemented by the CFPB will result in higher regulatory and compliance costs that may adversely affect our results of operations.***

Since its formation, the CFPB has finalized a number of significant rules that could have a significant impact on our business and the financial services industry more generally. We may also be required to add additional compliance personnel or incur other significant compliance-related expenses. Our business, results of operations or competitive position may be adversely affected as a result.

***We may not be able to complete future acquisitions, may not be successful in realizing the benefits of any future acquisitions that are completed, or may choose not to pursue acquisition opportunities we might find beneficial.***

We may, from time to time, evaluate and engage in the acquisition or divestiture of businesses (including their assets or liabilities, such as loans or deposits). We must generally satisfy a number of meaningful conditions prior to completing any such transaction, including in certain cases, federal and state bank regulatory approvals.

The process for obtaining required regulatory approvals, particularly for large financial institutions, like Regions, can be difficult, time-consuming and unpredictable. We may fail to pursue, evaluate or complete strategic and competitively significant business opportunities as a result of our inability, or our perceived inability, to obtain required regulatory approvals in a timely manner or at all.

Assuming we are able to successfully complete one or more transactions, we may not be able to successfully integrate and realize the expected synergies from any completed transaction in a timely manner or at all. In particular, we may be held responsible by federal and state regulators for regulatory and compliance failures at an acquired business prior to the date of the acquisition, and these failures by the acquired company may have negative consequences for us, including the imposition of formal or informal enforcement actions. Completion and integration of any transaction may also divert management attention from other matters, result in additional costs and expenses, or adversely affect our relationships with our customers and employees, any of which may adversely affect our business or results of operations. Future acquisitions may also result in dilution of our current stockholders' ownership interests or may require we incur additional indebtedness or use a substantial amount of our available cash and other liquid assets. As a result, our financial condition may be affected, and we may become more susceptible to economic conditions and competitive pressures.

***Increases in FDIC insurance assessments may adversely affect our earnings.***

Our deposits are insured by the FDIC up to legal limits and, accordingly, we are subject to FDIC deposit insurance assessments. We generally cannot control the amount of assessments we will be required to pay for FDIC insurance. The FDIC may require us to pay higher FDIC assessments than we currently do or may charge additional special assessments or future prepayments if, for example, there are financial institution failures in the future. Any increase in deposit assessments or special assessments may adversely affect our business, financial condition or results of operations. See the "Supervision and Regulation-Deposit Insurance" discussion within Item 1. "Business" and the "Non-Interest Expense" discussion within Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K for additional information related to the FDIC's deposit insurance assessments applicable to Regions Bank.

***Unfavorable results from ongoing stress analyses may adversely affect our ability to retain customers or compete for new business opportunities.***

The Federal Reserve conducts periodic stress analyses of Regions to evaluate our ability to absorb losses in baseline and severely adverse economic and financial scenarios generated by the Federal Reserve. A summary of the results of certain aspects of the Federal Reserve's periodic stress analysis is released publicly and contains information and results specific to BHCs.

Although the stress tests are not meant to assess our current condition or outlook, our customers may misinterpret and adversely react to the results of these stress tests despite the strength of our financial condition. Any potential misinterpretations and adverse reactions could limit our ability to attract and retain customers or to effectively compete for new business opportunities. The inability to attract and retain customers or effectively compete for new business may have a material and adverse effect on our business, financial condition or results of operations.

Our regulators may also require us to raise additional capital or take other actions, or may impose restrictions on our business, based on the results of the stress tests, including rejecting, or requiring revisions to, our annual capital plan submitted in connection with the CCAR. The failure of our capital plan to pass the CCAR could adversely affect our ability to pay dividends and repurchase stock. In addition, we may not be able to raise additional capital if required to do so, or may not be able to do so on terms that we believe are advantageous to Regions or its current stockholders. Any such capital raises, if required, may also be dilutive to our existing stockholders.

***If an orderly liquidation of a systemically important BHC or non-bank financial company were triggered, we could face assessments for the Orderly Liquidation Fund.***

The Dodd-Frank Act created a new mechanism, the OLA, for liquidation of systemically important BHCs and non-bank financial companies. The OLA is administered by the FDIC and is based on the FDIC's bank resolution model. The Secretary of the U.S. Treasury may trigger a liquidation under this authority only after consultation with the President of the U.S. and after receiving a recommendation from the boards of the FDIC and the Federal Reserve upon a two-thirds vote. Liquidation proceedings will be funded by the Orderly Liquidation Fund, which will borrow from the U.S. Treasury and impose risk-based assessments on covered financial companies. Risk-based assessments would be made, first, on entities that received more in the resolution than they would have received in the liquidation to the extent of such excess, and second, if necessary, on, among others, BHCs with total consolidated assets of \$50 billion or more, such as Regions. Any such assessments may adversely affect our business, financial condition or results of operations.

## **Risks Related to Our Capital Stock**

***The market price of shares of our capital stock will fluctuate.***

The market price of our capital stock could be subject to significant fluctuations due to a change in sentiment in the market regarding our operations or business prospects. Such market sentiment may be affected by:

- Our operating performance, financial condition and prospects, or the operating performance, financial condition and prospects of our competitors;
- Operating results that vary from the expectations of management, securities analysts and investors;
- Our creditworthiness;



- Developments in our business or in the financial sector generally;
- Regulatory changes affecting our industry generally or our business and operations;
- The operating and securities price performance of companies that investors consider to be comparable to us;
- Announcements of strategic developments, divestitures and other material events by us or our competitors;
- Expectations of or actual equity dilution;
- Whether we declare or fail to declare dividends on our capital stock from time to time;
- The ratings assigned to our securities by credit-rating agencies;
- Changes in the credit, mortgage and real estate markets, including the markets for mortgage-related securities; and
- Changes in global financial markets, global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity, credit or asset valuations or volatility; and
- Executive management changes.

The market price of our capital stock, including our common stock and depositary shares representing fractional interests in our preferred stock, may be subject to fluctuations unrelated to our operating performance or prospects.

***Our capital stock is subordinate to our existing and future indebtedness.***

Our capital stock, including our common stock and depositary shares representing fractional interests in our preferred stock, ranks junior to all of Regions' existing and future indebtedness and Regions' other non-equity claims with respect to assets available to satisfy claims against us, including claims in the event of our liquidation. As of December 31, 2019, Regions' total liabilities were approximately \$109.9 billion, and we may incur additional indebtedness in the future to increase our capital resources. Additionally, if our total capital ratio or the total capital ratio of Regions Bank falls below the required minimums, we or Regions Bank could be forced to raise additional capital by making additional offerings of debt securities, including medium-term notes, senior or subordinated notes or other applicable securities.

***We are a holding company and depend on our subsidiaries for dividends, distributions and other payments.***

We are a legal entity separate and distinct from our banking and other subsidiaries. Our principal source of cash flow, including cash flow to pay dividends to our stockholders and principal and interest on our outstanding debt, is dividends from Regions Bank. There are statutory and regulatory limitations on the payment of dividends by Regions Bank to us, as well as by us to our stockholders. Regulations of both the Federal Reserve and the State of Alabama affect the ability of Regions Bank to pay dividends and other distributions to us and to make loans to us. If Regions Bank is unable to make dividend payments to us and sufficient cash or liquidity is not otherwise available, we may not be able to make dividend payments to our common and preferred stockholders or principal and interest payments on our outstanding debt. See the "Stockholders' Equity" section of Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K. In addition, our right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to the prior claims of creditors of that subsidiary, except to the extent that any of our claims as a creditor of such subsidiary may be recognized. As a result, shares of our capital stock are effectively subordinated to all existing and future liabilities and obligations of our subsidiaries. At December 31, 2019, our subsidiaries' total deposits and borrowings were approximately \$107.3 billion.

***We may not pay dividends on shares of our capital stock.***

Holders of shares of our capital stock are only entitled to receive such dividends as our Board may declare out of funds legally available for such payments. Although we have historically declared cash dividends on our common stock, we are not required to do so and may reduce or eliminate our common stock dividend in the future. This could adversely affect the market price of our common stock. Furthermore, the terms of our outstanding preferred stock prohibit us from declaring or paying any dividends on any junior series of our capital stock, including our common stock, or from repurchasing, redeeming or acquiring such junior stock, unless we have declared and paid full dividends on our outstanding preferred stock for the most recently completed dividend period.

We are also subject to statutory and regulatory limitations on our ability to pay dividends on our capital stock. For example, it is the policy of the Federal Reserve that BHCs should generally pay dividends on common stock only out of earnings, and only if prospective earnings retention is consistent with the organization's expected future needs, asset quality and financial condition. Moreover, the Federal Reserve may closely scrutinize any dividend payout ratios exceeding 30% of after-tax net income. Additionally, we are currently required to submit annual capital plans to the Federal Reserve for review before we can take certain capital actions, including declaring and paying dividends and repurchasing or redeeming capital securities. If our capital plan or any amendment to our capital plan is objected to for any reason, our ability to declare and pay dividends on our capital stock may be limited. Further, if we are unable to satisfy the capital requirements applicable to us for any reason, we may be limited in our ability to declare and pay dividends on our capital stock.

***Anti-takeover and banking laws and certain agreements and charter provisions may adversely affect share value.***

Certain provisions of state and federal law and our certificate of incorporation may make it more difficult for someone to acquire control of us without our Board's approval. Under federal law, subject to certain exemptions, a person, entity or group must notify the federal banking agencies before acquiring control of a BHC. Acquisition of 10% or more of any class of voting stock of a BHC or state member bank, including shares of our common stock, creates a rebuttable presumption that the acquirer "controls" the BHC or state member bank. Also, as noted under the "Supervision and Regulation" section of Item 1. of this Annual Report on Form 10-K, a BHC must obtain the prior approval of the Federal Reserve before, among other things, acquiring direct or indirect ownership or control of more than 5% of the voting shares of any bank, including Regions Bank. One factor the federal banking agencies must consider in certain acquisitions is the systemic impact of the transaction. This may make it more difficult for large institutions to acquire other large institutions and may otherwise delay the regulatory approval process, possibly by requiring public hearings. Similarly, under Alabama state law, a person or group of persons must receive approval from the Superintendent of Banks before acquiring "control" of an Alabama bank or any entity having control of an Alabama bank. For the purposes of determining whether approval is required, "control" is defined as the power, directly or indirectly, to vote the lesser of (i) 25% or more of any class of voting securities of an Alabama bank (or any entity having control of an Alabama bank) or (ii) 10% or more of any class of voting securities of an Alabama bank (or any entity having control of an Alabama bank) if no other person will own, control, or hold the power to vote a majority of that class of voting securities following the acquisition of such voting securities. Furthermore, there also are provisions in our certificate of incorporation that may be used to delay or block a takeover attempt. For example, holders of our preferred stock have certain voting rights that could adversely affect share value. If and when dividends on the preferred stock have not been declared and paid for at least six quarterly dividend periods or their equivalent (whether or not consecutive), the authorized number of directors then constituting our Board will automatically be increased by two, and the preferred stockholders will be entitled to elect the two additional directors. Also, the affirmative vote or consent of the holders of at least two-thirds of all of the then-outstanding shares of the preferred stock is required to consummate a binding share-exchange or reclassification involving the preferred stock, or a merger or consolidation of Regions with or into another entity, unless certain requirements are met. These statutory provisions and provisions in our certificate of incorporation, including the rights of the holders of our preferred stock, could result in Regions being less attractive to a potential acquirer and thus adversely affect our share value.

***We may need to raise additional debt or equity capital in the future, but may be unable to do so.***

We may need to raise additional capital in the future to provide us with sufficient capital resources and liquidity to meet our commitments and other business purposes. Our ability to raise additional capital, if needed, will depend on, among other things, prevailing conditions in the capital markets, which are outside of our control, and our financial performance. An economic slowdown or loss of confidence in financial institutions could increase our cost of funding and limit our access to some of our customary sources of capital, including inter-bank borrowings, repurchase agreements and borrowings from the discount window of the Federal Reserve. We cannot be assured that capital will be available to us on acceptable terms or at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers, depositors of Regions Bank or counterparties participating in the capital markets, or a downgrade of our debt ratings, may adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. An inability to raise additional capital on acceptable terms when needed could have a materially adverse effect on our business, financial condition or results of operations.

***Future issuances of additional equity securities could result in dilution of existing stockholders' equity ownership.***

We may determine from time to time to issue additional equity securities to raise additional capital, support growth, or to make acquisitions. Further, we may issue stock options or other stock grants to retain and motivate our employees. These issuances of our securities could dilute the voting and economic interests of our existing stockholders.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Regions' corporate headquarters occupy the main banking facility of Regions Bank, located at 1900 Fifth Avenue North, Birmingham, Alabama 35203.

At December 31, 2019, Regions Bank, Regions' banking subsidiary, operated 1,428 banking offices. At December 31, 2019, there were no significant encumbrances on the offices, equipment and other operational facilities owned by Regions and its subsidiaries.

See Item 1. "Business" of this Annual Report on Form 10-K for a list of the states in which Regions Bank's branches are located.

**Item 3. Legal Proceedings**

Information required by this item is set forth in Note 24 "Commitments, Contingencies and Guarantees" in the Notes to the Consolidated Financial Statements, which are included in Item 8. of this Annual Report on Form 10-K.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Information About Our Executive Officers**

Information concerning the Executive Officers of Regions is set forth under Item 10. "Directors, Executive Officers and Corporate Governance" of this Annual Report on Form 10-K.

**PART II**

**Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Regions common stock, par value \$.01 per share, is listed for trading on the New York Stock Exchange under the symbol RF. Information relating to compensation plans under which Regions' equity securities are authorized for issuance is presented in Part III, Item 12. As of February 19, 2020, there were 40,161 holders of record of Regions common stock (including participants in the Computershare Investment Plan for Regions Financial Corporation).

Restrictions on the ability of Regions Bank to transfer funds to Regions at December 31, 2019, are set forth in Note 13 "Regulatory Capital Requirements and Restrictions" to the consolidated financial statements, which are included in Item 8. of this Annual Report on Form 10-K. A discussion of certain limitations on the ability of Regions Bank to pay dividends to Regions and the ability of Regions to pay dividends on its common stock is set forth in Item 1. "Business" under the heading "Supervision and Regulation—Payment of Dividends" of this Annual Report on Form 10-K.

In connection with Regions' acquisition of BlackArch Partners LLC ("BlackArch") on October 20, 2015, Regions issued 831,766 shares of Regions common stock to the former owners of BlackArch as partial consideration for the acquisition. The shares issued in the transaction are exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2). Pursuant to contingent payment provisions in the purchase agreement, if certain conditions were met, Regions was required to issue additional shares of Regions common stock to the former owners of BlackArch over the four-year period following the acquisition. During 2019 and 2018, an additional 107,779 shares and 98,951 shares were issued, respectively, which were the final shares to be issued as consideration for the acquisition. Each of the former owners of BlackArch are accredited investors and no underwriters or placement agents were involved in connection with issuance of Regions common stock.

The following table presents information regarding issuer purchases of equity securities during the fourth quarter of 2019.

**Issuer Purchases of Equity Securities**

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under Publicly Announced Plans or Programs
October 1—31, 2019	—	\$ —	—	\$ 780,744,464
November 1—30, 2019	—	\$ —	—	\$ 780,744,464
December 1—31, 2019	7,800,000	\$ 16.93	7,800,000	\$ 648,536,444
Total 4th Quarter	<u>7,800,000</u>	\$ 16.93	<u>7,800,000</u>	\$ 648,536,444

On June 27, 2019, Regions announced the Board authorization of a new \$1.37 billion common stock repurchase plan, permitting repurchases from the beginning of the third quarter of 2019 through the end of the second quarter of 2020.

As of December 31, 2019, Regions repurchased approximately 47.5 million shares of common stock at a total cost of \$721.5 million under this plan. All of these shares were immediately retired upon repurchase and, therefore, were not included in treasury stock.

**PERFORMANCE GRAPH**

The graph below compares the yearly percentage change in the cumulative total return of Regions common stock against the cumulative total return of the S&P 500 Index and the S&P 500 Banks Index for the past five years. This presentation assumes that the value of the investment in Regions' common stock and in each index was \$100 and that all dividends were reinvested.



	Cumulative Total Return					
	12/31/2014	12/31/2015	12/31/2016	12/31/2017	12/31/2018	12/31/2019
Regions	\$ 100.00	\$ 93.08	\$ 142.78	\$ 175.55	\$ 139.44	\$ 185.87
S&P 500 Index	100.00	101.37	113.49	138.26	132.19	173.80
S&P 500 Banks Index	100.00	100.85	125.36	153.64	128.38	180.55

**Item 6. Selected Financial Data**

The information required by Item 6. is set forth in Table 1 “Financial Highlights” of “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, which is included in Item 7. of this Annual Report on Form 10-K.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

#### **EXECUTIVE OVERVIEW**

Management believes the following sections provide an overview of several of the most relevant matters necessary for an understanding of the financial aspects of Regions Financial Corporation's ("Regions" or "the Company") business, particularly regarding its 2019 results. Cross references to more detailed information regarding each topic within MD&A and the consolidated financial statements are included. This summary is intended to assist in understanding the information provided, but should be read in conjunction with the entire MD&A and consolidated financial statements, as well as the other sections of this Annual Report on Form 10-K.

#### **2019 Results**

Regions reported net income from continuing operations available to common shareholders of \$1.5 billion, or \$1.50 per diluted share, in 2019 compared to net income available to common shareholders from continuing operations of \$1.5 billion, or \$1.36 per diluted share, in 2018.

Net interest income and other financing income (taxable-equivalent basis) totaled \$3.8 billion in both 2019 and 2018. The net interest margin (taxable-equivalent basis) was 3.45 percent in 2019, reflecting a 3 basis point decrease from 2018. Net interest margin was negatively impacted by the remixing of lower yielding deposit products to higher yielding deposit products and debt instruments, as well as higher average loan balances. These factors were partially offset by the benefits from securities repositioning and favorable loan remixing.

The provision for loan losses totaled \$387 million in 2019 compared to \$229 million in 2018. The provision was higher than net charge-offs by \$29 million in 2019. The increase in the provision for loan losses was driven primarily by higher average loan balances, higher net charge-offs, and an increase in classified loans. Refer to the "Allowance for Credit Losses" section of Management's Discussion and Analysis for further detail.

Non-interest income from continuing operations was \$2.1 billion in 2019 and compared to \$2.0 billion in 2018. The increase was primarily driven by increases in service charges on deposit accounts, card and ATM fees, mortgage income, and other miscellaneous income. The increases were partially offset by a decrease in capital markets income and losses on sales of securities during 2019. See Table 5 "Non-Interest Income from Continuing Operations" for further details.

Non-interest expense from continuing operations was \$3.5 billion in 2019 and \$3.6 billion in 2018. The decrease was driven primarily by lower salaries and employee benefits, occupancy expense, professional, legal and regulatory expenses, as well as a reduction in FDIC insurance assessments. These decreases were partially offset by increases in branch consolidation charges and expenses related to the early extinguishment of debt. See Table 6 "Non-Interest Expense from Continuing Operations" for further details.

Regions' effective tax rate was 20.3 percent in 2019 compared to 19.8 percent in 2018.

For more information, refer to the following additional sections within this Form 10-K:

- "Operating Results" section of MD&A
- "Net Interest Income and Other Financing Income and Net Interest Margin" discussion within the "Operating Results" section of MD&A
- "Interest Rate Risk" discussion within "Risk Management" section of MD&A

#### **Capital**

##### *Capital Actions*

While Regions was not required to participate in the 2019 CCAR, Regions did submit its planned capital actions to the Federal Reserve which included increasing its quarterly common stock dividend from \$0.14 per share to \$0.155 per share beginning in the third quarter of 2019 and the execution of up to \$1.370 billion in common share repurchases. The 2019 capital plan covers the period from the third quarter of 2019 through the second quarter of 2020. As of December 31, 2019, Regions had repurchased approximately 47.5 million shares of common stock at a total cost of approximately \$721.5 million under this plan.

For more information, refer to the following additional sections within this Form 10-K:

- "Stockholders' Equity" discussion in MD&A
- Note 15 "Stockholders' Equity and Accumulated Other Comprehensive Income (Loss)" to the consolidated financial statements

### *Regulatory Capital*

Regions and Regions Bank are required to comply with regulatory capital requirements established by Federal and State banking agencies. Under the Basel III Rules, Regions is designated as a standardized approach bank. The Basel III Rules maintained the minimum guidelines for Regions to be considered well-capitalized for Tier 1 capital and Total capital at 6.0% and 10.0%, respectively. At December 31, 2019, Regions' Basel III Tier 1 capital and Total capital ratios were estimated to be 10.91% and 12.68%, respectively.

The Basel III Rules also officially defined CET1. Regions' Basel III CET1 ratio at December 31, 2019 was estimated to be 9.68%.

For more information, refer to the following additional sections within this Form 10-K:

- "Supervision and Regulation" discussion within Item 1. Business
- "Regulatory Requirements" section of MD&A
- Note 13 "Regulatory Capital Requirements and Restrictions" to the consolidated financial statements

### **Loan Portfolio and Credit**

During 2019, total loans decreased by \$189 million or 0.2 percent compared to 2018. The decrease was primarily driven by a decrease in the indirect vehicles portfolio of \$1.2 billion, which reflects Regions' decision in January 2019 to discontinue its indirect auto lending business. Additionally, the home equity portfolio declined compared to 2018 due to continued payoffs and paydowns in excess of current year originations. These declines were partially offset by increases in the commercial and industrial and indirect-other consumer loan portfolios.

The economy has been and will continue to be the primary factor which influences Regions' loan portfolio. In 2019, economic growth trends declined modestly compared to 2018, which resulted in lower market interest rates and muted loan growth during the year. However, labor market and housing market conditions were healthy over the course of 2019. Overall, economic growth is expected to continue to be moderate in 2020. Management's expectation for 2020 adjusted average loan growth is in the low single digits consistent with the GDP forecast. Refer to the "Economic Environment in Regions' Banking Markets" section of MD&A for further discussion.

Net charge-offs totaled \$358 million, or 0.43 percent of average loans, in 2019, compared to \$323 million, or 0.40 percent in 2018, reflecting increased charge-offs in the commercial and industrial and indirect-other consumer loan portfolios. The allowance for loan losses was 1.05 percent of total loans, net of unearned income at December 31, 2019, an increase from 1.01 percent at December 31, 2018. The coverage ratio of allowance for loan losses to non-performing loans was 171 percent at December 31, 2019, compared to 169 percent at December 31, 2018.

For more information, refer to the following additional sections within this Form 10-K:

- Adjusted Average Balances of Loans within the "Table 2 - GAAP-to-Non-GAAP Reconciliation"
- "Portfolio Characteristics" section of MD&A
- "Allowance for Credit Losses" discussion within the "Critical Accounting Policies and Estimates" section of MD&A
- "Provision for Loan Losses" discussion within the "Operating Results" section of MD&A
- "Loans," "Allowance for Credit Losses," "Troubled Debt Restructurings" and "Non-performing Assets" discussions within the "Balance Sheet Analysis" section of MD&A
- Note 1 "Summary of Significant Accounting Policies" to the consolidated financial statements
- Note 5 "Loans" to the consolidated financial statements
- Note 6 "Allowance for Credit Losses" to the consolidated financial statements

### **Liquidity**

At the end of 2019, Regions Bank had \$2.5 billion in cash on deposit with the Federal Reserve and the loan-to-deposit ratio was 85 percent. Cash and cash equivalents at the parent company totaled \$1.9 billion. Regions' liquidity policy related to minimum holding company cash requires the holding company to maintain cash sufficient to cover the greater of (1) 18 months of debt service and other cash needs or (2) a minimum cash balance of \$500 million.

At December 31, 2019, the Company's borrowing capacity with the Federal Reserve was \$16.9 billion based on available collateral. Borrowing availability with the FHLB was \$17.5 billion based on available collateral at the same date. Debt securities of approximately \$8.3 billion were pledged as of December 31, 2019, leaving approximately \$14.2 billion of unencumbered liquid securities available for pledging. Regions also maintains a shelf registration statement with the U.S. Securities and Exchange Commission that can be utilized by the Company to issue various debt and/or equity securities. Additionally, Regions' Board has authorized Regions Bank to issue up to \$10 billion in aggregate principal amount of bank notes outstanding at any one time.

Regions is required to conduct liquidity stress testing and measure its available sources of liquidity against minimums as established through stress testing. Regions was fully compliant with those requirements as of year-end.

For more information, refer to the following additional sections within this Form 10-K:

- “Supervision and Regulation” discussion within Item 1. Business
- “Short-Term Borrowings” discussion within the “Balance Sheet Analysis” section of MD&A
- “Long-Term Borrowings” discussion within the “Balance Sheet Analysis” section of MD&A
- “Regulatory Requirements” section of MD&A
- “Liquidity” discussion within the “Risk Management” section of MD&A
- Note 12 "Borrowings" to the consolidated financial statements

## 2020 Expectations

Selected management expectations for 2020 are noted below:

2020 Expectations	
Category	Expectation
Full year adjusted average loan growth	Low single digits
Adjusted operating leverage	Positive
Net charge-offs / average loans	45-55 basis points
Effective tax rate	20%-22%

The reconciliation with respect to these forward-looking non-GAAP measures is expected to be consistent with the actual non-GAAP reconciliations within Management's Discussion and Analysis of this Form 10-K. For more information related to the Company's 2020 expectations, refer to the related sub-sections discussed in more detail within Management's Discussion and Analysis of this Form 10-K.

## GENERAL

The following discussion and financial information is presented to aid in understanding Regions' financial position and results of operations. The emphasis of this discussion will be on continuing operations for the years 2019 and 2018; in addition, financial information for prior years will also be presented when appropriate.

Regions' profitability, like that of many other financial institutions, is dependent on its ability to generate revenue from net interest income and other financing income as well as non-interest income sources. Net interest income and other financing income is primarily the difference between the interest income Regions receives on interest-earning assets, such as loans and securities, and the interest expense Regions pays on interest-bearing liabilities, principally deposits and borrowings. Regions' net interest income and other financing income is impacted by the size and mix of its balance sheet components and the interest rate spread between interest earned on its assets and interest paid on its liabilities. Net interest income and other financing income also includes rental income and depreciation expense associated with operating leases for which Regions is the lessor. Non-interest income includes fees from service charges on deposit accounts, card and ATM fees, mortgage servicing and secondary marketing, investment management and trust activities, capital markets and other customer services which Regions provides. Results of operations are also affected by the provision for loan losses and non-interest expenses such as salaries and employee benefits, occupancy, professional, legal and regulatory expenses, FDIC insurance assessments, and other operating expenses, as well as income taxes.

Economic conditions, competition, new legislation and related rules impacting regulation of the financial services industry and the monetary and fiscal policies of the Federal government significantly affect most, if not all, financial institutions, including Regions. Lending and deposit activities and fee income generation are influenced by levels of business spending and investment, consumer income, consumer spending and savings, capital market activities, and competition among financial institutions, as well as customer preferences, interest rate conditions and prevailing market rates on competing products in Regions' market areas.

Regions' business strategy is focused on providing a competitive mix of products and services, delivering quality customer service, and continuing to develop and optimize distribution channels that include a branch distribution network with offices in convenient locations, as well as electronic and mobile banking.

## Recent Acquisitions

On May 31, 2019, Regions entered into an agreement to acquire Highland Associates, Inc., an institutional investment firm based in Birmingham, Alabama. The transaction closed on August 1, 2019.



## **Dispositions**

On April 4, 2018, Regions entered into a stock purchase agreement to sell Regions Insurance Group, Inc. and related affiliates to BB&T Insurance Holdings, Inc. (now Truist Insurance Holdings, Inc). The transaction closed on July 2, 2018. The gain associated with the transaction amounted to \$281 million (\$196 million after-tax).

On January 11, 2012, Regions entered into a stock purchase agreement to sell Morgan Keegan and related affiliates to Raymond James. The sale closed on April 2, 2012. Regions Investment Management, Inc. and Regions Trust were not included in the sale; they are included in the Wealth Management segment.

Results of operations for the entities sold are presented separately as discontinued operations for all periods presented on the consolidated statements of income. Other expenses related to the transaction are also included in discontinued operations. Refer to Note 3 "Discontinued Operations" and Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for further details.

## **Business Segments**

Regions provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of asset management, wealth management, securities brokerage, and other specialty financing. Regions carries out its strategies and derives its profitability from three reportable segments: Corporate Bank, Consumer Bank, and Wealth Management, with the remainder split between Discontinued Operations and Other.

See Note 23 "Business Segment Information" to the consolidated financial statements for further information on Regions' business segments.

**Table 1—Financial Highlights**

	2019	2018	2017	2016	2015
(In millions, except per share data)					
<b>EARNINGS SUMMARY</b>					
Interest income, including other financing income	\$ 4,639	\$ 4,393	\$ 3,987	\$ 3,814	\$ 3,601
Interest expense and depreciation expense on operating lease assets	894	658	448	416	296
Net interest income and other financing income	3,745	3,735	3,539	3,398	3,305
Provision for loan losses	387	229	150	262	241
Net interest income and other financing income after provision for loan losses	3,358	3,506	3,389	3,136	3,064
Non-interest income	2,116	2,019	1,962	2,011	1,937
Non-interest expense	3,489	3,570	3,491	3,483	3,478
Income from continuing operations before income taxes	1,985	1,955	1,860	1,664	1,523
Income tax expense	403	387	619	510	452
Income from continuing operations	1,582	1,568	1,241	1,154	1,071
Income (loss) from discontinued operations before income taxes	—	271	19	16	(15)
Income tax expense (benefit)	—	80	(3)	7	(6)
Income (loss) from discontinued operations, net of tax	—	191	22	9	(9)
Net income	\$ 1,582	\$ 1,759	\$ 1,263	\$ 1,163	\$ 1,062
Net income from continuing operations available to common shareholders	\$ 1,503	\$ 1,504	\$ 1,177	\$ 1,090	\$ 1,007
Net income available to common shareholders	\$ 1,503	\$ 1,695	\$ 1,199	\$ 1,099	\$ 998
Earnings per common share from continuing operations – basic	\$ 1.51	\$ 1.38	\$ 0.99	\$ 0.87	\$ 0.76
Earnings per common share from continuing operations – diluted	1.50	1.36	0.98	0.86	0.75
Earnings per common share – basic	1.51	1.55	1.01	0.87	0.75
Earnings per common share – diluted	1.50	1.54	1.00	0.87	0.75
Return on average common stockholders' equity - continuing operations <sup>(1)</sup>	10.06%	10.33%	7.42%	6.69%	6.27%
Return on average tangible common stockholders' equity (non-GAAP) - continuing operations <sup>(1)(2)</sup>	14.91	15.59	10.80	9.61	9.04
Return on average assets - continuing operations <sup>(1)</sup>	1.26	1.27	1.00	0.92	0.88
<b>BALANCE SHEET SUMMARY</b>					
As of December 31					
Loans, net of unearned income	\$ 82,963	\$ 83,152	\$ 79,947	\$ 80,095	\$ 81,162
Allowance for loan losses	(869)	(840)	(934)	(1,091)	(1,106)
Assets	126,240	125,688	124,294	125,968	126,050
Deposits	97,475	94,491	96,889	99,035	98,430
Long-term debt	7,879	12,424	8,132	7,763	8,349
Stockholders' equity	16,295	15,090	16,192	16,664	16,844
Average balances					
Loans, net of unearned income	\$ 83,248	\$ 80,692	\$ 79,846	\$ 81,333	\$ 79,634
Assets	125,110	123,380	123,976	125,506	122,265
Deposits	94,413	94,438	97,341	97,921	96,890
Long-term debt	10,126	9,977	7,076	8,159	5,046
Stockholders' equity	16,082	15,381	16,661	17,126	16,916
<b>SELECTED RATIOS</b>					
Basel III common equity Tier 1 ratio <sup>(3)</sup>	9.68	9.90	11.05	11.21	10.93
Tier 1 capital <sup>(3)</sup>	10.91	10.68	11.86	11.98	11.65
Total capital <sup>(3)</sup>	12.68	12.46	13.78	14.15	13.88
Leverage capital <sup>(3)</sup>	9.65	9.32	10.01	10.20	10.25
Tangible common stockholders' equity to tangible assets (non-GAAP) <sup>(2)</sup>	8.34	7.80	8.71	8.99	9.13
Efficiency ratio	58.99	61.50	62.44	63.42	65.42
Adjusted efficiency ratio (non-GAAP) <sup>(2)</sup>	58.03	59.26	61.35	62.46	64.08



	2019	2018	2017	2016	2015
	(In millions, except per share data)				
<b>COMMON STOCK DATA</b>					
Common equity book value per share	\$ 15.65	\$ 13.92	\$ 13.55	\$ 13.04	\$ 12.35
Tangible common book value per share (non-GAAP) <sup>(2)</sup>	10.58	9.19	9.16	8.95	8.52
Market value at year-end	17.16	13.38	17.28	14.36	9.60
Total trading volume (shares)	2,782	3,044	3,704	5,241	4,243
Dividend payout ratio	39.24%	29.90%	31.48%	29.25%	30.76%
Stockholders of record at year-end (actual)	40,279	42,087	46,143	48,958	51,270
Weighted-average number of common shares outstanding					
Basic	995	1,092	1,186	1,255	1,325
Diluted	999	1,102	1,198	1,261	1,334

(1) Due to the immaterial impact of the discontinued operations, the balance sheet has not been presented on a continuing operations basis.

(2) See Table 2 for GAAP to non-GAAP reconciliations.

(3) Current year Basel III common equity Tier 1, Tier 1 capital, Total capital, and Leverage capital ratios are estimated.

### NON-GAAP MEASURES

The table below presents computations of earnings and certain other financial measures, which exclude certain significant items that are included in the financial results presented in accordance with GAAP. These non-GAAP financial measures include “adjusted average total loans”, “adjusted net interest margin”, “adjusted efficiency ratio”, “adjusted fee income ratio”, “return on average tangible common stockholders’ equity” on a consolidated and continuing operations basis, and end of period “tangible common stockholders’ equity”, and related ratios. Regions believes that expressing earnings and certain other financial measures excluding these significant items provides a meaningful base for period-to-period comparisons, which management believes will assist investors in analyzing the operating results of the Company and predicting future performance. These non-GAAP financial measures are also used by management to assess the performance of Regions’ business because management does not consider the activities related to the adjustments to be indications of ongoing operations. Regions believes that presentation of these non-GAAP financial measures will permit investors to assess the performance of the Company on the same basis as that applied by management. Management and the Board utilize these non-GAAP financial measures as follows:

- Preparation of Regions’ operating budgets
- Monthly financial performance reporting
- Monthly close-out reporting of consolidated results (management only)
- Presentations to investors of Company performance

Total average loans is presented (1) including the impact of the fourth quarter of 2018 reclassification of purchase cards to commercial and industrial loans from others assets, (2) excluding the impact of the first quarter 2018 residential first mortgage loan sale, and (3) excluding the indirect vehicles exit portfolio to arrive at adjusted average total loans (non-GAAP). Regions believes adjusting average total loans provides a meaningful calculation of loan growth rates and presents them on the same basis as that applied by management.

The adjusted efficiency ratio (non-GAAP), which is a measure of productivity, is generally calculated as adjusted non-interest expense divided by adjusted total revenue on a taxable-equivalent basis. The adjusted fee income ratio (non-GAAP) is generally calculated as adjusted non-interest income divided by adjusted total revenue on a taxable-equivalent basis. Management uses these ratios to monitor performance and believes these measures provide meaningful information to investors. Non-interest expense (GAAP) is presented excluding adjustments to arrive at adjusted non-interest expense (non-GAAP), which is the numerator for the adjusted efficiency ratio. Non-interest income (GAAP) is presented excluding adjustments to arrive at adjusted non-interest income (non-GAAP), which is the numerator for the adjusted fee income ratio. Net interest income and other financing income on a taxable-equivalent basis (GAAP) is presented excluding certain adjustments related to Tax Reform to arrive at adjusted net interest income and other financing income on a taxable-equivalent basis (non-GAAP). Net interest income and other financing income on a taxable-equivalent basis and non-interest income are added together to arrive at total revenue on a taxable-equivalent basis. Adjustments are made to arrive at adjusted total revenue on a taxable-equivalent basis (non-GAAP), which is the denominator for the adjusted efficiency and adjusted fee income ratios.

Tangible common stockholders’ equity ratios have become a focus of some investors in analyzing the capital position of the Company absent the effects of intangible assets and preferred stock. Traditionally, the Federal Reserve and other banking regulatory bodies have assessed a bank’s capital adequacy based on Tier 1 capital, the calculation of which is codified in federal banking regulations. Analysts and banking regulators have assessed Regions’ capital adequacy using the tangible common stockholders’ equity measure. Because tangible common stockholders’ equity is not formally defined by GAAP, this measure is considered to be

a non-GAAP financial measure and other entities may calculate it differently than Regions' disclosed calculations. Since analysts and banking regulators may assess Regions' capital adequacy using tangible common stockholders' equity, Regions believes that it is useful to provide investors the ability to assess Regions' capital adequacy on this same basis.

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied and are not audited. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP. In particular, a measure of earnings that excludes selected items does not represent the amount that effectively accrues directly to stockholders.

The following tables provide: 1) a reconciliation of average total loans to adjusted average total loans (non-GAAP), 2) a reconciliation of net income (GAAP) to net income available to common shareholders (GAAP), 3) a reconciliation of net income available to common shareholders (GAAP) to net income available to common shareholders from continuing operations (GAAP) 4) a reconciliation of non-interest expense from continuing operations (GAAP) to adjusted non-interest expense from continuing operations (non-GAAP), 5) a reconciliation of net interest income and other financing income/margin, taxable equivalent basis (GAAP) to adjusted net interest income and other financing income/margin, taxable equivalent basis (non-GAAP), 6) a reconciliation of non-interest income from continuing operations (GAAP) to adjusted non-interest income from continuing operations (non-GAAP), 7) a computation of adjusted total revenue (non-GAAP), 8) a computation of the adjusted efficiency ratio (non-GAAP), 9) a computation of the adjusted fee income ratio (non-GAAP), and 10) a reconciliation of average and ending stockholders' equity (GAAP) to average and ending tangible common stockholders' equity (non-GAAP) and calculations of related ratios (non-GAAP).

**Table 2—GAAP to Non-GAAP Reconciliation**

	Year Ended December 31				
	2019	2018	2017	2016	2015
	(Dollars in millions)				
<b>ADJUSTED AVERAGE BALANCES OF LOANS</b>					
Average total loans	\$ 83,248	\$ 80,692	\$ 79,846	\$ 81,333	\$ 79,634
Add: Purchasing card balances <sup>(1)</sup>	—	232	202	178	162
Less: Balances of residential first mortgage loans sold <sup>(2)</sup>	—	40	254	254	254
Less: Indirect—vehicles	2,421	3,217	3,660	4,103	3,828
Adjusted average total loans (non-GAAP)	<u>\$ 80,827</u>	<u>\$ 77,667</u>	<u>\$ 76,134</u>	<u>\$ 77,154</u>	<u>\$ 75,714</u>

	Year Ended December 31				
	2019	2018	2017	2016	2015
	(Dollars in millions, except per share data)				
<b>INCOME — CONSOLIDATED</b>					
Net income (GAAP)	\$ 1,582	\$ 1,759	\$ 1,263	\$ 1,163	\$ 1,062
Preferred dividends (GAAP)	(79)	(64)	(64)	(64)	(64)
Net income available to common shareholders (GAAP)	A \$ 1,503	\$ 1,695	\$ 1,199	\$ 1,099	\$ 998
Income (loss) from discontinued operations, net of tax	—	191	22	9	(9)
Net income from continuing operations available to common shareholders (GAAP)	B \$ 1,503	\$ 1,504	\$ 1,177	\$ 1,090	\$ 1,007
<b>ADJUSTED EFFICIENCY AND FEE INCOME RATIOS — CONTINUING OPERATIONS</b>					
Non-interest expense (GAAP)	C \$ 3,489	\$ 3,570	\$ 3,491	\$ 3,483	\$ 3,478
Adjustments:					
Contribution to Regions Financial Corporation foundation	—	(60)	(40)	—	—
Professional, legal and regulatory expenses <sup>(3)</sup>	—	—	—	(3)	(48)
Branch consolidation, property and equipment charges	(25)	(11)	(22)	(58)	(56)
Expenses associated with residential mortgage loan sale	—	(4)	—	—	—
Loss on early extinguishment of debt	(16)	—	—	(14)	(43)
Salary and employee benefits—severance charges	(5)	(61)	(10)	(21)	(6)
Adjusted non-interest expense (non-GAAP)	D \$ 3,443	\$ 3,434	\$ 3,419	\$ 3,387	\$ 3,325
Net interest income and other financing income (GAAP)	E \$ 3,745	\$ 3,735	\$ 3,539	\$ 3,398	\$ 3,305
Reduction in leveraged lease interest income resulting from tax reform	—	—	6	—	—
Adjusted net interest income and other financing income (non-GAAP)	F \$ 3,745	\$ 3,735	\$ 3,545	\$ 3,398	\$ 3,305
Net interest income and other financing income (GAAP)	\$ 3,745	\$ 3,735	\$ 3,539	\$ 3,398	\$ 3,305
Taxable-equivalent adjustment	53	51	90	84	75
Net interest income and other financing income, taxable-equivalent basis - continuing operations	G 3,798	3,786	3,629	3,482	3,380
Reduction in leveraged lease interest income resulting from Tax Reform	—	—	6	—	—
Adjusted net interest income and other financing income, taxable equivalent basis (non-GAAP)	H \$ 3,798	\$ 3,786	\$ 3,635	\$ 3,482	\$ 3,380
Net interest margin (GAAP) <sup>(4)</sup>	3.45%	3.50%	3.32%	3.14%	3.13%
Reduction in leveraged lease interest income resulting from Tax Reform	—	—	0.01	—	—
Adjusted net interest margin (non-GAAP)	3.45%	3.50%	3.33%	3.14%	3.13%
Non-interest income (GAAP)	I \$ 2,116	\$ 2,019	\$ 1,962	\$ 2,011	\$ 1,937
Adjustments:					
Securities (gains) losses, net	28	(1)	(19)	(6)	(29)
Insurance proceeds <sup>(5)</sup>	—	—	—	(50)	(91)
Leveraged lease termination gains	(1)	(8)	(1)	(8)	(8)
Gain on sale of affordable housing residential mortgage loans <sup>(6)</sup>	(8)	—	(5)	(5)	—
Adjusted non-interest income (non-GAAP)	J \$ 2,135	\$ 2,010	\$ 1,937	\$ 1,942	\$ 1,809
Total revenue	E+I=K \$ 5,861	\$ 5,754	\$ 5,501	\$ 5,409	\$ 5,242
Adjusted total revenue (non-GAAP)	F+J=L \$ 5,880	\$ 5,745	\$ 5,482	\$ 5,340	\$ 5,114
Total revenue, taxable-equivalent basis	G+I=M \$ 5,914	\$ 5,805	\$ 5,591	\$ 5,493	\$ 5,317
Adjusted total revenue, taxable-equivalent basis (non-GAAP)	H+J=N \$ 5,933	\$ 5,796	\$ 5,572	\$ 5,424	\$ 5,189
Efficiency ratio (GAAP)	C/M 58.99%	61.50%	62.44%	63.42%	65.42%
Adjusted efficiency ratio (non-GAAP)	D/N 58.03%	59.26%	61.35%	62.46%	64.08%
Fee income ratio (GAAP)	I/M 35.78%	34.78%	35.09%	36.62%	36.42%
Adjusted fee income ratio (non-GAAP)	J/N 36.00%	34.68%	34.80%	35.82%	34.87%



	Year Ended December 31				
	2019	2018	2017	2016	2015
	(Dollars in millions, except share data)				
<b>RETURN ON AVERAGE TANGIBLE COMMON STOCKHOLDERS' EQUITY — CONSOLIDATED</b>					
Average stockholders' equity (GAAP)	\$ 16,082	\$ 15,381	\$ 16,665	\$ 17,126	\$ 16,916
Less: Average intangible assets (GAAP)	4,943	5,010	5,103	5,125	5,099
Average deferred tax liability related to intangibles (GAAP)	(94)	(97)	(148)	(162)	(170)
Average preferred stock (GAAP)	1,151	820	820	820	848
Average tangible common stockholders' equity (non-GAAP)	O \$ 10,082	\$ 9,648	\$ 10,890	\$ 11,343	\$ 11,139
Return on average tangible common stockholders' equity (non-GAAP)	A/O 14.91%	17.57%	11.01%	9.69%	8.96%
<b>RETURN ON AVERAGE TANGIBLE COMMON STOCKHOLDERS' EQUITY — CONTINUING OPERATIONS</b>					
Average stockholders' equity (GAAP) <sup>(7)</sup>	\$ 16,082	\$ 15,381	\$ 16,665	\$ 17,126	\$ 16,916
Less: Average intangible assets (GAAP) <sup>(7)</sup>	4,943	5,010	5,103	5,125	5,099
Average deferred tax liability related to intangibles (GAAP) <sup>(7)</sup>	(94)	(97)	(148)	(162)	(170)
Average preferred stock (GAAP) <sup>(7)</sup>	1,151	820	820	820	848
Average tangible common stockholders' equity (non-GAAP) <sup>(7)</sup>	P \$ 10,082	\$ 9,648	\$ 10,890	\$ 11,343	\$ 11,139
Return on average tangible common stockholders' equity (non-GAAP)	B/P 14.91%	15.59%	10.80%	9.61%	9.04%
<b>TANGIBLE COMMON RATIOS — CONSOLIDATED</b>					
Ending stockholders' equity (GAAP)	\$ 16,295	\$ 15,090	\$ 16,192	\$ 16,664	\$ 16,844
Less: Ending intangible assets (GAAP)	4,950	4,944	5,081	5,125	5,137
Ending deferred tax liability related to intangibles (GAAP)	(92)	(94)	(99)	(155)	(165)
Ending preferred stock (GAAP)	1,310	820	820	820	820
Ending tangible common stockholders' equity (non-GAAP)	Q \$ 10,127	\$ 9,420	\$ 10,390	\$ 10,874	\$ 11,052
Ending total assets (GAAP)	\$ 126,240	\$ 125,688	\$ 124,294	\$ 125,968	\$ 126,050
Less: Ending intangible assets (GAAP)	4,950	4,944	5,081	5,125	5,137
Ending deferred tax liability related to intangibles (GAAP)	(92)	(94)	(99)	(155)	(165)
Ending tangible assets (non-GAAP)	R \$ 121,382	\$ 120,838	\$ 119,312	\$ 120,998	\$ 121,078
End of period shares outstanding	S 957	1,025	1,134	1,215	1,297
Tangible common stockholders' equity to tangible assets (non-GAAP)	Q/R 8.34%	7.80%	8.71%	8.99%	9.13%
Tangible common book value per share (non-GAAP)	Q/S \$ 10.58	\$ 9.19	\$ 9.16	\$ 8.95	\$ 8.52

- (1) On December 31, 2018, purchasing cards were reclassified to commercial and industrial loans from other assets.
- (2) Adjustments to average loan balances assume a simple day-weighted average impact for the year ended December 31, 2018, and are equal to the ending balance of the residential first mortgage loans sold for the prior periods.
- (3) Regions recorded \$3 million and \$50 million of contingent legal and regulatory accruals during the second quarter of 2016 and the second quarter of 2015, respectively, related to previously disclosed matters. Fourth quarter of 2014 accruals were settled in the second quarter of 2015 for \$2 million less than originally estimated and a corresponding recovery was recognized.
- (4) Refer to Table 3 for computation of net interest margin.
- (5) Insurance proceeds recognized in the third quarter of 2016 are related to the previously disclosed settlement with the Department of Housing and Urban Development. Insurance proceeds recognized in 2015 are related to the settlement of the previously disclosed 2010 class-action lawsuit.
- (6) In the first quarter of 2019, the Company sold \$167 million of affordable housing residential mortgage loans for a gain of \$8 million. In the fourth quarter of 2016, the Company sold affordable housing residential mortgage loans to FHLMC for a \$5 million gain. Approximately \$91 million were sold with recourse, resulting in a deferred gain of \$5 million, which was recognized during the second quarter of 2017.
- (7) Due to the immaterial impact of the discontinued operations, the balance sheet has not been presented on a continuing operations basis.



## CRITICAL ACCOUNTING ESTIMATES AND RELATED POLICIES

In preparing financial information, management is required to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses for the periods shown. The accounting principles followed by Regions and the methods of applying these principles conform with GAAP, regulatory guidances, where applicable, and general banking practices. Estimates and assumptions most significant to Regions are related primarily to the allowance for credit losses, fair value measurements, intangible assets (goodwill and other identifiable intangible assets), residential MSRs and income taxes, and are summarized in the following discussion and in the notes to the consolidated financial statements.

### Allowance for Credit Losses

The allowance for credit losses (“allowance”) consists of two components: the allowance for loan losses and the reserve for unfunded credit commitments. Unfunded credit commitments include items such as letters of credit, financial guarantees and binding unfunded loan commitments. The allowance represents management’s estimate of probable credit losses inherent in the loan and credit commitment portfolios as of period end. Regions determines its allowance in accordance with GAAP and applicable regulatory guidance.

For non-accrual commercial and investor real estate loans equal to or greater than \$2.5 million, the allowance for loan losses is based on note-level evaluation considering the facts and circumstances specific to each borrower. For all other commercial and investor real estate loans, the allowance for loan losses is based on statistical models using a PD and an LGD. Historical default information for similar loans is used as an input for the statistical model.

For residential first mortgages, home equity lending and other consumer-related loans, individual products are reviewed on a group basis (e.g., residential first mortgage pools). Historical loss information for similar loans is used as an input for the models.

Factors considered by management in determining the adequacy of the allowance include, but are not limited to: 1) detailed reviews of individual loans; 2) historical and current trends in gross and net loan charge-offs for the various classes of loans evaluated; 3) the Company’s policies relating to delinquent loans and charge-offs; 4) the level of the allowance in relation to total loans and to historical loss levels; 5) levels and trends in non-performing, criticized, classified and past due loans; 6) collateral values of properties securing loans; 7) the composition of the loan portfolio, including unfunded credit commitments; 8) management’s analysis of current economic conditions; and 9) migration of loans between risk rating categories.

In support of collateral values, Regions obtains updated valuations for large commercial and investor real estate non-performing loans on at least an annual basis. For loans that are individually identified for impairment, those valuations are currently discounted as appropriate from the most recent appraisal to consider continued declines in values. The discounted valuations are utilized in the measurement of the level of impairment in the allowance calculation. For loans that are not individually identified for impairment and secured by collateral, Regions considers the impact of declines in valuations in the loss given default estimates within the allowance calculation.

The allowance is sensitive to a variety of internal factors, such as modifications in the mix and level of loan balances outstanding, portfolio performance and assigned risk ratings. As a matter of business practice, Regions may require some form of credit support, such as a guarantee. Guarantees are legally binding and entered into simultaneously with the primary loan agreements. Evaluation of guarantors’ ability and willingness to pay is considered as part of the risk rating process, which provides the basis for the allowance for loan losses for the commercial and investor real estate portfolios. In concluding that the risk rating is appropriate, Regions considers a number of factors including whether underlying cash flow is adequate to service the debt, payment history, and whether there is appropriate guarantor support.

The allowance is also sensitive to a variety of external factors, such as the general health of the economy, as evidenced by volatility in commodity prices, changes in real estate demand and values, interest rates, unemployment rates, bankruptcy filings, fluctuations in the GDP, and the effects of weather and natural disasters such as droughts, floods and hurricanes.

Management considers these variables and all other available information when establishing the final level of the allowance. These variables and others have the ability to result in actual loan losses that differ from the originally estimated amounts.

Management considers the current level of the allowance appropriate to absorb losses inherent in the loan and credit commitment portfolios. Management’s determination of the appropriateness of the allowance requires the use of judgments and estimations that may change in the future. Changes in the factors used by management to determine the appropriateness of the allowance or the availability of new information could cause the allowance to be increased or decreased in future periods. In addition, bank regulatory agencies, as part of their examination process, may require changes in the level of the allowance based on their judgments and estimates. Volatility in certain credit metrics is to be expected. Additionally, changes in circumstances related to individually large credits or certain portfolios may result in volatility.

Management’s estimate of the allowance for the commercial and investor real estate portfolio segments could be affected by estimates of losses inherent in various product types as a result of fluctuations in the internal and external factors mentioned above. For pooled commercial and investor real estate accounts, a 5 percent increase in the PD for non-defaulted accounts and a 5 percent increase in the LGD for all accounts would result in an increase to estimated inherent losses of approximately \$39 million.

Losses on residential real estate mortgages, home equity lending and other consumer-related loans can be affected by such factors as collateral value, loss severity, and other internal and external factors mentioned above. A 5 percent increase or decrease in the estimated loss rates on these loans would change estimated inherent losses by approximately \$13 million.

These pro forma analyses demonstrate the sensitivity of the allowance to key assumptions; however, they do not reflect an expected outcome.

For further discussion of the allowance for credit losses, see Note 1 “Summary of Significant Accounting Policies” and Note 6 “Allowance for Credit Losses” to the consolidated financial statements.

### **Fair Value Measurements**

A portion of the Company’s assets and liabilities is carried at fair value, with changes in fair value recorded either in earnings or accumulated other comprehensive income (loss). These include debt securities available for sale, mortgage loans held for sale, equity investments (with and without readily determinable market values), residential MSR and derivative assets and liabilities. From time to time, the estimation of fair value also affects other loans held for sale, which are recorded at the lower of cost or fair value. Fair value determination is also relevant for certain other assets such as foreclosed property and other real estate, which are recorded at the lower of the recorded investment in the loan/property or fair value, less estimated costs to sell the property. For example, the fair value of other real estate is determined based on recent appraisals by third parties and other market information, less estimated selling costs. Adjustments to the appraised value are made if management becomes aware of changes in the fair value of specific properties or property types. The determination of fair value also impacts certain other assets that are periodically evaluated for impairment using fair value estimates, including goodwill and other identifiable intangible assets.

Fair value is generally defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) as opposed to the price that would be paid to acquire the asset or received to assume the liability (an entry price), in an orderly transaction between market participants at the measurement date under current market conditions. While management uses judgment when determining the price at which willing market participants would transact when there has been a significant decrease in the volume or level of activity for the asset or liability in relation to “normal” market activity, management’s objective is to determine the point within the range of fair value estimates that is most representative of a sale to a third-party investor under current market conditions. The value to the Company if the asset or liability were held to maturity is not included in the fair value estimates.

A fair value measure should reflect the assumptions that market participants would use in pricing the asset or liability, including the assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of nonperformance. Fair value is measured based on a variety of inputs the Company utilizes. Fair value may be based on quoted market prices for identical assets or liabilities traded in active markets (Level 1 valuations). If market prices are not available, quoted market prices for similar instruments traded in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market are used (Level 2 valuations). Where observable market data is not available, the valuation is generated from model-based techniques that use significant assumptions not observable in the market, but observable based on Company-specific data (Level 3 valuations). These unobservable assumptions reflect the Company’s own estimates for assumptions that market participants would use in pricing the asset or liability. Valuation techniques typically include option pricing models, discounted cash flow models and similar techniques, but may also include the use of market prices of assets or liabilities that are not directly comparable to the subject asset or liability.

See Note 1 “Summary of Significant Accounting Policies” to the consolidated financial statements for a detailed discussion of determining fair value, including pricing validation processes.

### **Intangible Assets**

Regions’ intangible assets consist primarily of the excess of cost over the fair value of net assets of acquired businesses (“goodwill”) and other identifiable intangible assets (primarily core deposit intangibles and purchased credit card relationships). Goodwill totaled \$4.8 billion at both December 31, 2019 and 2018. Goodwill is allocated to each of Regions’ reportable segments (each a reporting unit: Corporate Bank, Consumer Bank, and Wealth Management). Goodwill is tested for impairment on an annual basis as of October 1 or more often if events and circumstances indicate impairment may exist (refer to Note 1 “Summary of Significant Accounting Policies” to the consolidated financial statements for further discussion).

Accounting guidance permits the Company to first assess qualitative factors to determine if it is more likely than not that the fair value of a reporting unit exceeds its carrying value. If, based on the weight of the evidence, the Company determines it is more likely than not that the fair value exceeds book value, then an impairment test is not necessary. If the Company elects to bypass the qualitative assessment, or concludes that it is more likely than not that the fair value is less than the carrying value, a two-step goodwill impairment test is performed. In Step One, the fair value of the reporting unit is compared to its carrying amount, including goodwill. To the extent that the estimated fair value of the reporting unit exceeds the carrying value, impairment is not indicated and no further testing is required. Conversely, if the estimated fair value of the reporting unit is below its carrying amount, Step Two must be performed. Step Two consists of determining the implied estimated fair value of goodwill, which is the net

difference between the valuation adjustments of assets and liabilities excluding goodwill and the valuation adjustment to equity (from Step One) of the reporting unit. The carrying value of equity for each reporting unit is determined from an allocation based upon risk weighted assets. Adverse changes in the economic environment, declining operations of the reporting unit, or other factors could result in a decline in the estimated implied fair value of goodwill. If the estimated implied fair value of goodwill is less than the carrying amount, a loss (which could be material) would be recognized to reduce the carrying amount to the estimated implied fair value.

The Company completed its annual goodwill impairment test as of October 1, 2019, by performing a qualitative assessment of goodwill at the reporting unit level to determine whether any indicators of impairment existed. In performing the qualitative assessment, the Company evaluated events and circumstances since the last impairment analysis, recent operating performance including reporting unit performance, changes in market capitalization, regulatory actions and assessments, changes in the business climate, company-specific factors, and trends in the banking industry. After assessing the totality of the events and circumstances, the Company determined that it is more likely than not that the fair value of the Corporate Bank, Consumer Bank, and Wealth Management reporting units exceed their respective carrying values. Therefore, Step One and Step Two of the goodwill impairment test were deemed unnecessary. Refer to Note 10 "Intangible Assets" to the consolidated financial statements for additional discussion of goodwill.

Specific factors as of the date of filing the financial statements that could negatively impact the assumptions used in assessing goodwill for impairment include: a protracted decline in the Company's market capitalization; adverse business trends resulting from litigation and/or regulatory actions; higher loan losses; forecasts of high unemployment levels; future increased minimum regulatory capital requirements above current thresholds (refer to Note 13 "Regulatory Capital Requirements and Restrictions" to the consolidated financial statements for a discussion of current minimum regulatory requirements); future federal rules and regulations (e.g., such as those resulting from the Dodd-Frank Act); and/or a significant protraction in the current level of interest rates.

Other material identifiable intangible assets, primarily core deposit intangibles and purchased credit card relationships, are reviewed at least annually (usually in the fourth quarter) for events or circumstances which could impact the recoverability of the intangible asset. These events could include loss of core deposits, significant losses of credit card accounts and/or balances, increased competition or adverse changes in the economy. To the extent an other identifiable intangible asset is deemed unrecoverable, an impairment loss would be recorded to reduce the carrying amount. These events or circumstances, if they occur, could be material to Regions' operating results for any particular reporting period but the potential impact cannot be reasonably estimated.

### **Residential Mortgage Servicing Rights**

Regions has elected to measure and report its residential MSR's using the fair value method. Although sales of residential MSR's do occur, residential MSR's do not trade in an active market with readily observable market prices and the exact terms and conditions of sales may not be readily available, and are therefore Level 3 valuations in the fair value hierarchy previously discussed in the "Fair Value Measurements" section. Specific characteristics of the underlying loans greatly impact the estimated value of the related residential MSR's. As a result, Regions stratifies its residential mortgage servicing portfolio on the basis of certain risk characteristics, including loan type and contractual note rate, and values its residential MSR's using discounted cash flow modeling techniques. These techniques require management to make estimates regarding future net servicing cash flows, taking into consideration historical and forecasted residential mortgage loan prepayment rates, discount rates, escrow balances and servicing costs. Changes in interest rates, prepayment speeds or other factors impact the fair value of residential MSR's which impacts earnings. The carrying value of residential MSR's was \$345 million at December 31, 2019. Based on a hypothetical sensitivity analysis, Regions estimates that a reduction in primary mortgage market rates of 25 basis points and 50 basis points would reduce the December 31, 2019 fair value of residential MSR's by approximately 7 percent (\$24 million) and 14 percent (\$48 million), respectively. Conversely, 25 basis point and 50 basis point increases in these rates would increase the December 31, 2019 fair value of residential MSR's by approximately 7 percent (\$23 million) and 13 percent (\$43 million), respectively. Regions also estimates that an increase in servicing costs of approximately \$10 per loan, or 16 percent, would result in a decline in the value of the residential MSR's by approximately \$12 million.

The pro forma fair value analysis presented above demonstrates the sensitivity of fair values to hypothetical changes in primary mortgage rates. This sensitivity analysis does not reflect an expected outcome. Refer to the "Residential Mortgage Servicing Rights" discussion in the "Balance Sheet" analysis section found later in this report.

### **Income Taxes**

Accrued income taxes are reported as a component of either other assets or other liabilities, as appropriate, in the consolidated balance sheets and reflect management's estimate of income taxes to be paid or received.

Deferred income taxes represent the amount of future income taxes to be paid or received and are accounted for using the asset and liability method. The net balance is reported as a component of either other assets or other liabilities, as appropriate, in the consolidated balance sheets. The Company determines the realization of deferred tax assets by considering all positive and negative evidence available, including the impact of recent operating results, future reversals of taxable temporary differences,

future taxable income exclusive of reversing temporary differences and carryforwards and tax planning strategies. In projecting future taxable income, the Company utilizes forecasted pre-tax earnings, adjusts for the estimated book-tax differences and incorporates assumptions, including the amounts of income allocable to taxing jurisdictions. These assumptions require significant judgment and are consistent with the plans and estimates the Company uses to manage the underlying businesses. The realization of the deferred tax assets could be reduced in the future if these estimates are significantly different than forecasted. For a detailed discussion of realization of deferred tax assets, refer to the "Income Taxes" section found later in this report.

The Company is subject to income tax in the U.S. and multiple state and local jurisdictions. The tax laws and regulations in each jurisdiction may be interpreted differently in certain situations, which could result in a range of outcomes. Thus, the Company is required to exercise judgment regarding the application of these tax laws and regulations. The Company will evaluate and recognize tax liabilities related to any tax uncertainties. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is different from the current estimate of the tax liabilities.

The Company's estimate of accrued income taxes, deferred income taxes and income tax expense can also change in any period as a result of new legislative or judicial guidance impacting tax positions, as well as changes in income tax rates. Any changes, if they occur, can be significant to the Company's consolidated financial position, results of operations or cash flows. On December 22, 2017, Tax Reform was enacted. Effective January 1, 2018, Tax Reform reduced the maximum corporate statutory federal income tax rate from 35 percent to 21 percent. See Note 20 "Income Taxes" to the consolidated financial statements for further details.

## **OPERATING RESULTS**

### **NET INTEREST INCOME AND OTHER FINANCING INCOME AND NET INTEREST MARGIN**

Net interest income and other financing income is Regions' principal source of income and is one of the most important elements of Regions' ability to meet its overall performance goals. Net interest income and other financing income (taxable-equivalent basis) increased \$11 million in 2019 compared to 2018, driven primarily by higher short-term market interest rates, higher average loan balances, favorable loan remixing, and securities repositioning. The increases were largely offset by higher funding costs and the impact of lower long-term interest rates on asset pricing.

The net interest margin decreased to 3.45 percent in 2019 from 3.48 percent in 2018, as the increases in funding rates exceeded increases in yields on earning assets. This is primarily attributed to market interest rate dynamics, including the impact of remixing from lower yielding deposit products to higher yielding deposit products and debt instruments. Higher average loan balances also contributed to the decrease in net interest margin. Comparing 2019 to 2018, average earning asset yields were 20 basis points higher, while interest-bearing liability rates were 31 basis points higher. As a result, the net interest rate spread decreased 11 basis points to 3.04 percent in 2019 compared to 3.15 percent in 2018.

The Federal Reserve began to increase policy accommodation during 2019, through lowering its policy rate and resuming increases to its balance sheet. This, coupled with slowing global economic growth trends, resulted in decreases in long-term interest rates in 2019. Long-term interest rates are generally represented by the yield on the benchmark 10-year U.S. Treasury note. The average yield on the benchmark rate decreased to 2.14 percent in 2019, compared to 2.91 percent in 2018. However, the taxable investment securities portfolio, which contains significant residential fixed-rate exposure, increased in yield to 2.65 percent in 2019 from 2.50 percent in 2018. The yield increase was largely attributable to securities portfolio optimization strategies and reinvestment at higher long-term interest rate levels throughout 2018 and the first half of 2019. Specifically, the optimization strategies, which were completed in 2019, included reducing the overall size of the portfolio through a combination of sales and maturities of lower yielding securities as well as the repositioning of agency MBS into prepayment protected securities, primarily agency commercial MBS.

The loan portfolio also increased in yield to 4.69 percent in 2019 from 4.52 percent in 2018. The Company's loan yields are primarily influenced by short-term interest rates such as 30-day LIBOR. While short-term interest rates had declined by year-end, the 30-day LIBOR averaged 2.22 percent in 2019, compared to 2.02 percent in 2018. Reinvestment of fixed rate loans at higher long-term interest rates throughout 2018 and the first half of 2019 also contributed to the yield increase. Loan yields were also positively impacted by favorable remixing during 2019, including the intentional runoff of lower yielding auto loans, which were replaced by higher yielding unsecured consumer loans.

The Company's funding costs also increased in 2019 as compared to 2018. Deposit costs increased to 47 basis points for 2019 compared to 26 basis points for 2018. The increase was due primarily to higher short-term interest rates and portfolio remixing from lower yielding to higher yielding deposit products. The average long-term borrowing balance of \$10 billion in 2019 was consistent with 2018. However, the cost on these borrowings increased 24 basis points, as the majority of Regions' long-term debt is effectively converted to floating rate debt through the execution of interest rate swaps. Shorter-term FHLB advances also repriced higher in 2019 as the majority of these borrowings are floating rate debt as well. See the "Borrowings" section in Management's Discussion and Analysis and Note 12 "Borrowings" to the consolidated financial statements for additional information.

See also the "Market Risk-Interest Rate Risk" section in Management's Discussion and Analysis for additional information.

Table 3 “Consolidated Average Daily Balances and Yield/Rate Analysis” presents a detail of net interest income and other financing income (on a taxable-equivalent basis), the net interest margin, and the net interest spread.

**Table 3—Consolidated Average Daily Balances and Yield/Rate Analysis**

	Year Ended December 31									
	2019			2018			2017			
	Average Balance	Income/Expense	Yield/Rate	Average Balance	Income/Expense	Yield/Rate	Average Balance	Income/Expense	Yield/Rate	
(Dollars in millions; yields on taxable-equivalent basis)										
<b>Assets</b>										
Earning assets:										
Federal funds sold and securities purchased under agreements to resell	\$ —	\$ —	—%	\$ —	\$ —	—%	\$ 1	\$ —	—%	
Debt securities-taxable <sup>(1)</sup>	24,274	643	2.65	25,005	626	2.50	25,132	597	2.38	
Loans held for sale	450	17	3.75	386	15	3.98	474	16	3.35	
Loans, net of unearned income <sup>(2)(3)</sup>	83,248	3,919	4.69	80,692	3,664	4.52	79,846	3,318	4.14	
Investment in operating leases, net	334	11	3.52	426	14	3.26	603	19	3.11	
Other earning assets	1,868	59	3.10	2,465	70	2.84	3,274	53	1.60	
<b>Total earning assets</b>	<b>110,174</b>	<b>4,649</b>	<b>4.21</b>	<b>108,974</b>	<b>4,389</b>	<b>4.01</b>	<b>109,330</b>	<b>4,003</b>	<b>3.66</b>	
Unrealized gains/(losses) on debt securities available for sale, net	(5)			(742)			(115)			
Allowance for loan losses	(857)			(863)			(1,062)			
Cash and due from banks	1,895			1,975			1,899			
Other non-earning assets	13,903			14,036			13,924			
	<u>\$ 125,110</u>			<u>\$ 123,380</u>			<u>\$ 123,976</u>			
<b>Liabilities and Stockholders' Equity</b>										
Interest-bearing liabilities:										
Savings	\$ 8,719	14	0.16	\$ 8,838	14	0.16	\$ 8,284	12	0.15	
Interest-bearing checking	18,772	125	0.67	19,167	79	0.41	19,294	38	0.19	
Money market	24,637	167	0.68	24,181	86	0.35	26,498	45	0.17	
Time deposits	7,632	123	1.61	6,665	69	1.05	6,969	60	0.87	
Other deposits	784	18	2.26	123	2	1.99	34	1	1.39	
<b>Total interest-bearing deposits<sup>(4)</sup></b>	<b>60,544</b>	<b>447</b>	<b>0.74</b>	<b>58,974</b>	<b>250</b>	<b>0.42</b>	<b>61,079</b>	<b>156</b>	<b>0.26</b>	
Federal funds purchased and securities sold under agreements to repurchase	227	5	2.28	135	3	1.98	9	—	—	
Short-term borrowings	2,014	48	2.35	1,262	27	2.15	439	5	1.06	
Long-term borrowings	10,126	351	3.43	9,977	322	3.19	7,076	212	2.98	
<b>Total interest-bearing liabilities</b>	<b>72,911</b>	<b>851</b>	<b>1.17</b>	<b>70,348</b>	<b>602</b>	<b>0.86</b>	<b>68,603</b>	<b>373</b>	<b>0.54</b>	
Non-interest-bearing deposits <sup>(4)</sup>	33,869	—	—	35,464	—	—	36,262	—	—	
<b>Total funding sources</b>	<b>106,780</b>	<b>851</b>	<b>0.79</b>	<b>105,812</b>	<b>602</b>	<b>0.57</b>	<b>104,865</b>	<b>373</b>	<b>0.35</b>	
<b>Net interest spread</b>			<b>3.04</b>			<b>3.15</b>			<b>3.11</b>	
Other liabilities	2,245			2,187			2,450			
Stockholders' equity	16,082			15,381			16,661			
Noncontrolling Interest	3			—			—			
	<u>\$ 125,110</u>			<u>\$ 123,380</u>			<u>\$ 123,976</u>			
Net interest income and other financing income/margin on a taxable-equivalent basis <sup>(5)</sup>		<u>\$ 3,798</u>	<u>3.45%</u>		<u>\$ 3,787</u>	<u>3.48%</u>		<u>\$ 3,630</u>	<u>3.32%</u>	

(1) Debt securities are included on an amortized cost basis with yield and net interest margin calculated accordingly.

(2) Loans, net of unearned income include non-accrual loans for all periods presented.

(3) Interest income includes net loan fees of \$7 million, \$21 million and \$24 million for the years ended December 31, 2019, 2018 and 2017, respectively.

(4) Total deposit costs may be calculated by dividing total interest expense on deposits by the sum of interest-bearing deposits and non-interest-

bearing deposits. The rates for total deposit costs equal 0.47%, 0.26% and 0.16% for the years ended December 31, 2019, 2018 and 2017, respectively.

- (5) The computation of taxable-equivalent net interest income and other financing income is based on the statutory federal income tax rate of 21% for both December 31, 2019 and December 31, 2018 and 35% for December 31, 2017, adjusted for applicable state income taxes net of the related federal tax benefit.

#### Table 4—Volume and Yield/Rate Variances

Table 4 “Volume and Yield/Rate Variances” provides additional information with which to analyze the changes in net interest income and other financing income.

	2019 Compared to 2018			2018 Compared to 2017		
	Change Due to			Change Due to		
	Volume	Yield/Rate	Net	Volume	Yield/Rate	Net
(Taxable-equivalent basis—in millions)						
<b>Interest income including other financing income on:</b>						
Debt securities-taxable	\$ (19)	\$ 36	\$ 17	\$ (3)	\$ 32	\$ 29
Loans held for sale	3	(1)	2	(3)	2	(1)
Loans, including fees	117	138	255	36	310	346
Investment in operating leases, net	(4)	1	(3)	(6)	1	(5)
Other earning assets	(17)	6	(11)	(16)	33	17
Total earning assets	80	180	260	8	378	386
<b>Interest expense on:</b>						
Savings	—	—	—	1	1	2
Interest-bearing checking	(2)	48	46	—	41	41
Money market	2	79	81	(4)	45	41
Time deposits	11	43	54	(3)	12	9
Other deposits	16	—	16	1	—	1
Total interest-bearing deposits	27	170	197	(5)	99	94
Federal funds purchased and securities sold under agreements to repurchase	2	—	2	—	3	3
Short-term borrowings	18	3	21	14	8	22
Long-term borrowings	5	24	29	94	16	110
Total interest-bearing liabilities	52	197	249	103	126	229
Increase (decrease) in net interest income and other financing income	\$ 28	\$ (17)	\$ 11	\$ (95)	\$ 252	\$ 157

#### Notes:

- The change in interest not due solely to volume or yield/rate has been allocated to the volume column and yield/rate column in proportion to the relationship of the absolute dollar amounts of the change in each.
- The computation of taxable-equivalent net interest income and other financing income is based on the statutory federal income tax rate of 21% for both December 31, 2019 and 2018 and 35% for December 31, 2017, adjusted for applicable state income taxes net of the related federal tax benefit.

The mix of earning assets can affect the interest rate spread. Regions’ primary types of earning assets are loans and investment securities. Certain types of earning assets have historically generated larger spreads; for example, loans typically generate larger spreads than other assets, such as securities, Federal funds sold or securities purchased under agreements to resell. Average earning assets in 2019 totaled \$110.2 billion, an increase of \$1.2 billion as compared to the prior year.

Average loans as a percentage of average earning assets was 76 percent and 74 percent in 2019 and 2018, respectively. The remaining categories of earning assets are shown in Table 3 “Consolidated Average Daily Balances and Yield/Rate Analysis”. The proportion of average earning assets to average total assets, which was 88 percent in both 2019 and 2018, measures the effectiveness of management’s efforts to invest available funds into the most profitable earning vehicles. Funding for Regions’ earning assets comes from interest-bearing and non-interest-bearing sources. Another significant factor affecting the net interest margin is the percentage of earning assets funded by interest-bearing liabilities. The percentage of average earning assets funded by average interest-bearing liabilities was 66 percent in 2019 and 65 percent in 2018.

## PROVISION FOR LOAN LOSSES

The provision for loan losses is used to maintain the allowance for loan losses at a level that in management's judgment is appropriate to absorb probable losses inherent in the loan portfolio at the balance sheet date. During 2019, the provision for loan losses totaled \$387 million and net charge-offs were \$358 million. This compares to a provision for loan losses of \$229 million and net charge-offs of \$323 million in 2018.

For further discussion and analysis of the total allowance for credit losses, see the "Allowance for Credit Losses" and "Risk Management" sections found later in this report. See also Note 6 "Allowance for Credit Losses" to the consolidated financial statements.

## NON-INTEREST INCOME

**Table 5—Non-Interest Income from Continuing Operations**

	Year Ended December 31			Change 2019 vs. 2018	
	2019	2018	2017	Amount	Percent
	(Dollars in millions)				
Service charges on deposit accounts	\$ 729	\$ 710	\$ 683	\$ 19	2.7 %
Card and ATM fees	455	438	417	17	3.9 %
Investment management and trust fee income	243	235	230	8	3.4 %
Capital markets income	178	202	161	(24)	(11.9)%
Mortgage income	163	137	149	26	19.0 %
Investment services fee income	79	71	60	8	11.3 %
Bank-owned life insurance	78	65	81	13	20.0 %
Commercial credit fee income	73	71	71	2	2.8 %
Securities gains (losses), net	(28)	1	19	(29)	NM
Market value adjustments on employee benefit assets - defined benefit	5	(6)	—	11	NM
Market value adjustments on employee benefit assets - other	11	(5)	16	16	NM
Other miscellaneous income	130	100	75	30	30.0 %
	<u>\$ 2,116</u>	<u>\$ 2,019</u>	<u>\$ 1,962</u>	<u>\$ 97</u>	<u>4.8 %</u>

NM- Not Meaningful

### Service Charges on Deposit Accounts

Service charges on deposit accounts include non-sufficient fund and overdraft fees, corporate analysis service charges, overdraft protection fees and other customer transaction-related service charges. The increase in 2019 compared to 2018 was primarily due to continued customer account growth and increases in non-sufficient fund fee activity.

### Card and ATM Fees

Card and ATM fees include the combined amounts of credit card/bank card income and debit card and ATM related revenue. The increase in 2019 compared to 2018 was primarily the result of account growth and the related increases in commercial and consumer credit card interchange income and checkcard interchange income.

### Capital Markets Income

Capital markets income primarily relates to capital raising activities that includes securities underwriting and placement, loan syndication and placement, as well as foreign exchange, derivatives, merger and acquisition and other advisory services. The decrease in 2019 compared to 2018 was primarily due to declines in merger and acquisition advisory services and commercial swap income. Negative market-related credit valuation adjustments tied to customer derivatives were \$8 million higher in 2019, which drove the decline in commercial swap income. The decreases were partially offset by higher securities underwriting and placement fees.



### Mortgage Income

Mortgage income is generated through the origination and servicing of residential mortgage loans for long-term investors and sales of residential mortgage loans in the secondary market. The increase in mortgage income in 2019 compared to 2018 was primarily driven by increases in mortgage production and sales and servicing income, partially offset by a reduction in the valuation of mortgage servicing rights. See Note 7 "Servicing of Financial Assets" to the consolidated financial statements for more information.

### Bank-owned Life Insurance

Bank-owned life insurance increased in 2019 compared to 2018 primarily due to an increase in claims benefits throughout the year and favorable market valuation adjustments.

### Securities Gains (Losses), net

Net securities gains (losses) primarily result from the Company's asset/liability management process. The net loss incurred during 2019 was primarily due to a securities portfolio optimization strategy which included repositioning MBS. See Table 7 "Debt Securities" section and Note 4 "Debt Securities" to the consolidated financial statements for more information.

### Market Value Adjustments on Employee Benefit Assets

Market value adjustments on employee benefit assets, both defined benefit and other, are the reflection of market value variations related to assets held for certain employee benefits. The adjustments reported as employee benefit assets - other are offset in salaries and benefits expense.

### Other Miscellaneous Income

Other miscellaneous income includes net revenue from affordable housing, valuation adjustments to equity investments, fees from safe deposit boxes, check fees and other miscellaneous income. Net revenue from affordable housing includes actual gains and losses resulting from the sale of affordable housing investments, cash distributions from the investments and any related impairment charges. Other miscellaneous income increased in 2019 compared to 2018 primarily due to an increase in commercial leasing income driven by less impairment charges on operating lease assets during 2019, a gain associated with the sale of affordable housing residential mortgage loans, and an increase in consumer merchant commission income. These items were partially offset by decreases in the values of low income housing investments in 2019 and net gains associated with the sale of certain low income housing investments in the first quarter of 2018.

## NON-INTEREST EXPENSE

**Table 6—Non-Interest Expense from Continuing Operations**

	Year Ended December 31			Change 2019 vs. 2018	
	2019	2018	2017	Amount	Percent
	(Dollars in millions)				
Salaries and employee benefits	\$ 1,916	\$ 1,947	\$ 1,874	\$ (31)	(1.6)%
Furniture and equipment expense	325	325	326	—	—%
Net occupancy expense	321	335	339	(14)	(4.2)%
Outside services	189	187	172	2	1.1%
Marketing	97	92	93	5	5.4%
Professional, legal and regulatory expenses	95	119	93	(24)	(20.2)%
Credit/checkcard expenses	68	57	50	11	19.3%
FDIC insurance assessments	48	85	108	(37)	(43.5)%
Branch consolidation, property and equipment charges	25	11	22	14	127.3%
Visa class B shares expense	14	10	19	4	40.0%
Provision (credit) for unfunded credit losses	(6)	(2)	(16)	(4)	NM
Loss on early extinguishment of debt	16	—	—	16	NM
Other miscellaneous expenses	381	404	411	(23)	(5.7)%
	<u>\$ 3,489</u>	<u>\$ 3,570</u>	<u>\$ 3,491</u>	<u>\$ (81)</u>	<u>(2.3)%</u>

NM- Not Meaningful

### **Salaries and Employee Benefits**

Salaries and employee benefits consist of salaries, incentive compensation, long-term incentives, payroll taxes, and other employee benefits such as 401(k), pension, and medical, life and disability insurance, as well as, expenses from liabilities held for employee benefit purposes. Salaries and employee benefits decreased during 2019 compared to 2018 primarily due to lower severance costs and reduced headcount. Full-time equivalent headcount from continuing operations decreased to 19,564 at December 31, 2019 from 19,969 at December 31, 2018, reflecting the continuing impact of the Company's efficiency initiatives implemented as part of its strategic priorities.

### **Net Occupancy Expense**

Net occupancy expense includes rent, depreciation, ad valorem taxes, utilities, insurance, and maintenance. Net occupancy expense decreased during 2019 compared to 2018 primarily due to occupancy optimization initiatives, including branch closures.

### **Professional, Legal and Regulatory Expenses**

Professional, legal and regulatory expenses consist of amounts related to legal, consulting, other professional fees and regulatory charges. Professional, legal and regulatory expenses decreased during 2019 compared to 2018 primarily due to lower consulting fees and a reduction in legal costs.

### **FDIC Insurance Assessments**

FDIC insurance assessments decreased during 2019 compared to 2018 primarily due to the discontinuation of the FDIC assessment surcharge that was in place throughout the first nine months of 2018.

### **Branch Consolidation, Property and Equipment Charges**

Branch consolidation, property and equipment charges include valuation adjustments related to owned branches when the decision to close them is made. Accelerated depreciation and lease write-off charges are recorded for leased branches through and at the actual branch close date. Branch consolidation, property and equipment charges also include costs related to other occupancy optimization initiatives.

### **Visa Class B Shares Expense**

Visa class B shares expense is associated with shares sold in a prior year. The Visa class B shares have restrictions tied to finalization of certain covered litigation. Visa class B shares expense increased during 2019 compared to 2018 as a result of increases in Visa's stock price and changes in the status of the covered litigation.

### **Provision (Credit) for Unfunded Credit Losses**

Provision (credit) for unfunded credit losses is the adjustment to the reserve for unfunded credit commitments, which can fluctuate based on the amount of outstanding commitments and the level of risk associated with those commitments. A provision for unfunded credit losses is primarily due to increased volume and/or increased levels of estimated risk in commitments, while a (credit) for unfunded credit losses is primarily due to reduced volume and/or levels of estimated risk in commitments. Beginning in 2020, adjustments to the reserve for unfunded credit commitments will be included within the provision for credit losses.

### **Loss on Early Extinguishment of Debt**

In 2019, Regions commenced a tender offer and received tenders for \$740 million of its outstanding 3.20% senior notes due 2021, incurring a related early extinguishment pre-tax charge of approximately \$16 million. See Note 12 "Borrowings" to the consolidated financial statements for additional information.

### **Other Miscellaneous Expenses**

Other miscellaneous expenses include expenses related to communications, postage, supplies, certain credit-related costs, foreclosed property expenses, mortgage repurchase costs and other costs (benefits) related to employee benefit plans. Other miscellaneous expenses decreased during 2019 compared to 2018 primarily driven by a \$60 million contribution to Regions' Financial Corporation charitable foundation that was made in 2018. This was partially offset by higher operational losses and an increase in non-service related pension costs associated with a lower discount rate.

### **INCOME TAXES**

The Company's income tax expense from continuing operations for the year ended 2019 was \$403 million compared to income tax expense of \$387 million for the same period in 2018, resulting in effective tax rates of 20.3 percent and 19.8 percent, respectively. The effective tax rate is lower in the prior period principally due to tax benefits recognized due to Tax Reform.

The effective tax rate is affected by many factors including, but not limited to, the level of pre-tax income, the mix of income between various tax jurisdictions with differing tax rates, net tax benefits related to affordable housing investments, bank-owned life insurance, tax-exempt interest and nondeductible expenses. In addition, the effective tax rate is affected by items that may occur in any given period but are not consistent from period-to-period, such as the termination of certain leveraged leases, share-

based payments, valuation allowance changes and changes to unrecognized tax benefits. Accordingly, the comparability of the effective tax rate between periods may be impacted.

At December 31, 2019, the Company reported a net deferred tax liability of \$328 million compared to a net deferred asset of \$20 million at December 31, 2018. The change from a net deferred tax asset to a net deferred tax liability was due principally to a change in the net market valuation adjustment related to available for sale securities and derivative instruments from a net loss to a net gain.

The Company continually assesses the realizability of its deferred tax assets based on an evaluative process that considers all available positive and negative evidence. As part of this evaluative process, the Company considers the following sources of taxable income: 1) the future reversals of taxable temporary differences; 2) future taxable income exclusive of reversing temporary differences and carryforwards; and 3) tax-planning strategies. In making a conclusion, the Company has evaluated all available positive and negative evidence impacting these sources of taxable income. The primary sources of evidence impacting the Company's judgment regarding the realization of its deferred tax assets are summarized below.

- History of earnings - In 2019, the Company has continued its positive earnings trend with positive earnings from 2012 through 2019. There is no history of significant tax carryforwards expiring unused.
- Reversals of taxable temporary differences - The Company anticipates that future reversals of taxable temporary differences, including the accretion of taxable temporary differences related to leveraged leases acquired in a prior business combination, can absorb up to approximately \$718 million of deferred tax assets, which is significantly larger than the \$461 deferred tax asset balance net of valuation allowance at December 31, 2019.
- Creation of future taxable income - The Company has projected future taxable income that could offset excess deferred tax assets.
- Ability to implement tax planning strategies - The Company has the ability to implement tax planning strategies such as asset sales to maximize the realization of deferred tax assets.

Based on this evaluative process, the Company established a valuation allowance in the amount of \$32 million at December 31, 2019 and \$30 million at December 31, 2018 because the Company believes that a portion of state net operating loss carryforwards will not be utilized. See Note 1 "Summary of Significant Accounting Policies" and Note 20 "Income Taxes" to the consolidated financial statements for additional information about income taxes.

## **DISCONTINUED OPERATIONS**

On April 4, 2018, Regions entered into a stock purchase agreement to sell Regions Insurance Group, Inc. and related affiliates to BB&T Insurance Holdings, Inc. (now Truist Insurance Holdings, Inc). The transaction closed on July 2, 2018. On April 2, 2012, Morgan Keegan was sold.

Regions' results from discontinued operations are presented in Note 3 "Discontinued Operations" to the consolidated financial statements. The results from discontinued operations in 2019 were immaterial. Income from discontinued operations in 2018 included the gain associated with the sale of Regions Insurance Group, Inc. and affiliates of \$281 million (\$196 million after tax).

## **BALANCE SHEET ANALYSIS**

The following sections provide expanded discussion of significant changes in certain line items in asset, liability, and equity categories.

### **Cash and Cash Equivalents**

At December 31, 2019, cash and cash equivalents totaled \$4.1 billion compared to \$3.5 billion at December 31, 2018. The increase was due primarily to an increase in cash on deposit with the FRB, as the result of normal day-to-day operating variations.

### **Debt Securities**

Debt securities available for sale, which constitute the majority of the securities portfolio, are an important tool used to manage interest rate sensitivity and provide a primary source of liquidity for the Company. Regions maintains a highly rated securities portfolio consisting primarily of agency mortgage-backed securities. Regions' investment policy emphasizes credit quality and liquidity. Debt securities rated in the highest category by nationally recognized rating agencies and debt securities backed by the U.S. Government and government sponsored agencies, both on a direct and indirect basis, represented approximately 94 percent of the investment portfolio at December 31, 2019. All other debt securities rated below AAA, not backed by the U.S. Government or government sponsored agencies, or which are not rated represented approximately 6 percent of total debt securities at December 31, 2019. The "Market Risk-Interest Rate Risk" and "Liquidity Risk" sections, found later in this report, further explain Regions' interest rate and liquidity risk management practices.

The average life of the debt securities portfolio at December 31, 2019 was estimated to be 5.3 years, with a duration of approximately 4.2 years. These metrics compare with an estimated average life of 5.7 years, with a duration of approximately 4.2 years for the portfolio at December 31, 2018.

During 2019, the Company executed securities portfolio optimization strategies, which included reducing the overall size through a combination of maturities and sales, and repositioning the composition of the portfolio. The repositioning strategy consisted of the sale of primarily agency MBS that were lower yielding and reinvestment into higher-yielding prepayment protected securities, primarily agency commercial MBS, in an effort to reduce future net interest income and other financing income variability to the long end of the yield curve.

See Note 4 "Debt Securities" to the consolidated financial statements for additional information.

Table 7 "Debt Securities" details the carrying values of debt securities, including both available for sale and held to maturity.

**Table 7—Debt Securities**

	2019	2018	2017
	(In millions)		
U.S. Treasury securities	\$ 182	\$ 280	\$ 331
Federal agency securities	43	43	28
Mortgage-backed securities:			
Residential agency	16,226	17,475	18,442
Residential non-agency	1	2	3
Commercial agency	5,388	4,466	4,361
Commercial non-agency	647	760	788
Corporate and other debt securities	1,451	1,185	1,108
	<u>\$ 23,938</u>	<u>\$ 24,211</u>	<u>\$ 25,061</u>

Table 8 "Relative Contractual Maturities and Weighted-Average Yields for Debt Securities" details the contractual maturities of debt securities, including held to maturity and available for sale, and the related weighted-average yields.

**Table 8—Relative Contractual Maturities and Weighted-Average Yields for Debt Securities**

	Debt Securities Maturing as of December 31, 2019				
	Within One Year	After One But Within Five Years	After Five But Within Ten Years	After Ten Years	Total
	(Dollars in millions)				
U.S. Treasury securities	\$ 4	\$ 161	\$ 6	\$ 11	\$ 182
Federal agency securities	—	13	1	29	43
Mortgage-backed securities:					
Residential agency	1	48	756	15,421	16,226
Residential non-agency	—	—	1	—	1
Commercial agency	57	884	3,981	466	5,388
Commercial non-agency	—	—	—	647	647
Corporate and other debt securities	75	936	425	15	1,451
	<u>\$ 137</u>	<u>\$ 2,042</u>	<u>\$ 5,170</u>	<u>\$ 16,589</u>	<u>\$ 23,938</u>
Weighted-average yield <sup>(1)</sup>	2.62%	2.63%	2.64%	2.69%	2.68%

(1) The weighted-average yields are calculated on the basis of the yield to maturity based on the carrying value of each debt security. The yields presented in Table 3 are calculated based on the amortized cost of each debt security and yields earned throughout each year.

### Loans Held For Sale

At December 31, 2019, loans held for sale totaled \$637 million, consisting of \$436 million of residential real estate mortgage loans, \$188 million of commercial mortgage and other loans, and \$13 million of non-performing loans. At December 31, 2018, loans held for sale totaled \$304 million, consisting of \$256 million of residential real estate mortgage loans, \$38 million of commercial mortgage and other loans, and \$10 million of non-performing loans. The levels of residential real estate and commercial mortgage loans held for sale that are part of the Company's mortgage originations to be sold fluctuate depending on the timing of origination and sale to third parties.

### Loans

#### GENERAL

Average loans, net of unearned income, represented 76 percent of average interest-earning assets for the year ended December 31, 2019, compared to 75 percent for the year ended December 31, 2018. Lending at Regions is generally organized along three portfolio segments: commercial loans (including commercial and industrial, and owner-occupied commercial real estate mortgage and construction loans), investor real estate loans (commercial real estate mortgage and construction loans) and consumer loans (residential first mortgage, home equity, indirect-vehicles, indirect-other consumer, consumer credit card and other consumer loans).

Table 9 illustrates a year-over-year comparison of loans, net of unearned income, by portfolio segment and class as of December 31 and Table 10 provides



**Table 9—Loan Portfolio**

	2019	2018	2017	2016	2015
	(In millions, net of unearned income)				
Commercial and industrial	\$ 39,971	\$ 39,282	\$ 36,115	\$ 35,012	\$ 35,821
Commercial real estate mortgage—owner-occupied	5,537	5,549	6,193	6,867	7,538
Commercial real estate construction—owner-occupied	331	384	332	334	423
Total commercial	45,839	45,215	42,640	42,213	43,782
Commercial investor real estate mortgage	4,936	4,650	4,062	4,087	4,255
Commercial investor real estate construction	1,621	1,786	1,772	2,387	2,692
Total investor real estate	6,557	6,436	5,834	6,474	6,947
Residential first mortgage	14,485	14,276	14,061	13,440	12,811
Home equity	8,384	9,257	10,164	10,687	10,978
Indirect—vehicles	1,812	3,053	3,326	4,040	3,984
Indirect—other consumer	3,249	2,349	1,467	920	545
Consumer credit card	1,387	1,345	1,290	1,196	1,075
Other consumer	1,250	1,221	1,165	1,125	1,040
Total consumer	30,567	31,501	31,473	31,408	30,433
	<u>\$ 82,963</u>	<u>\$ 83,152</u>	<u>\$ 79,947</u>	<u>\$ 80,095</u>	<u>\$ 81,162</u>

**Table 10—Selected Loan Maturities**

	Loans Maturing as of December 31, 2019 <sup>(1)</sup>			
	Within One Year	After One But Within Five Years	After Five Years	Total
	(In millions)			
Commercial and industrial <sup>(2)</sup>	\$ 5,646	\$ 25,437	\$ 8,646	\$ 39,729
Commercial real estate mortgage—owner-occupied	520	2,258	2,759	5,537
Commercial real estate construction—owner-occupied	10	66	255	331
Total commercial	6,176	27,761	11,660	45,597
Commercial investor real estate mortgage	1,160	3,472	304	4,936
Commercial investor real estate construction	260	1,358	3	1,621
Total investor real estate	1,420	4,830	307	6,557
	<u>\$ 7,596</u>	<u>\$ 32,591</u>	<u>\$ 11,967</u>	<u>\$ 52,154</u>
		Predetermined Rate	Variable Rate	
		(In millions)		
Due after one year but within five years	\$	4,992	\$	27,599
Due after five years		8,327		3,640
	<u>\$</u>	<u>13,319</u>	<u>\$</u>	<u>31,239</u>

(1) Excludes consumer portfolio segment.

(2) Excludes \$242 million of small business credit card accounts.

Loans, net of unearned income, totaled \$83.0 billion at December 31, 2019, a decrease of \$189 million from year-end 2018 levels. Regions manages loan growth with a focus on risk management and risk-adjusted return on capital. Loan balances increased year over year in the commercial and investor real estate portfolio segments but decreased in the consumer portfolio segment. Within the consumer portfolio segment, the year over year balance decline is attributable to Regions' decision in January 2019 to discontinue its indirect auto lending business and a decline in home equity loans.

## *PORTFOLIO CHARACTERISTICS*

The following sections describe the composition of the portfolio segments and classes disclosed in Table 9, explain changes in balances from the 2018 year-end, and highlight the related risk characteristics. Regions believes that its loan portfolio is well diversified by product, client, and geography throughout its footprint. However, the loan portfolio may be exposed to certain concentrations of credit risk which exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, certain loan products, or certain regions of the country. See Note 5 "Loans" and Note 6 "Allowance for Credit Losses" to the consolidated financial statements for additional discussion.

### *Commercial*

The commercial portfolio segment includes commercial and industrial loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases and other expansion projects. Commercial and industrial loans increased \$689 million or 2 percent since year-end 2018. The increase was broad-based across industry sectors and geographic markets, driven primarily by expansion of existing customer relationships and the addition of new relationships. Commercial also includes owner-occupied commercial real estate mortgage loans to operating businesses, which are loans for long-term financing of land and buildings, and are repaid by cash flow generated by business operations. Owner-occupied commercial real estate construction loans are made to commercial businesses for the development of land or construction of a building where the repayment is derived from revenues generated from the business of the borrower.

Over half of the Company's total loans are included in the commercial portfolio segment. These balances are spread across numerous industries, as noted in the table below. The Company manages the related risks to this portfolio by setting certain lending limits for each significant industry.

The following table provides detail of Regions' commercial portfolio balances in selected industries as of December 31:

**Table 11—Selected Industry Exposure**

	2019		
	Loans	Unfunded Commitments	Total Exposure
	(In millions)		
Administrative, support, waste and repair	\$ 1,402	\$ 888	\$ 2,290
Agriculture	456	225	681
Educational services	2,724	676	3,400
Energy	2,172	2,528	4,700
Financial services	4,588	4,257	8,845
Government and public sector	2,825	522	3,347
Healthcare	3,646	1,802	5,448
Information	1,394	847	2,241
Manufacturing	4,347	3,912	8,259
Professional, scientific and technical services	1,970	1,299	3,269
Real estate	7,067	7,224	14,291
Religious, leisure, personal and non-profit services	1,748	769	2,517
Restaurant, accommodation and lodging	1,780	420	2,200
Retail trade	2,439	2,039	4,478
Transportation and warehousing	1,885	1,250	3,135
Utilities	1,774	2,437	4,211
Wholesale goods	3,335	2,637	5,972
Other <sup>(1)</sup>	287	2,095	2,382
<b>Total commercial</b>	<b>\$ 45,839</b>	<b>\$ 35,827</b>	<b>\$ 81,666</b>
	2018 <sup>(2)</sup>		
	Loans	Unfunded Commitments	Total Exposure
	(In millions)		
Administrative, support, waste and repair	\$ 1,353	\$ 882	\$ 2,235
Agriculture	550	235	785
Educational services	2,500	606	3,106
Energy	2,275	2,408	4,683
Financial services	4,063	3,670	7,733
Government and public sector	2,826	506	3,332
Healthcare	3,854	1,869	5,723
Information	1,446	1,002	2,448
Manufacturing	4,543	4,061	8,604
Professional, scientific and technical services	1,730	1,434	3,164
Real estate	6,696	6,567	13,263
Religious, leisure, personal and non-profit services	1,735	766	2,501
Restaurant, accommodation and lodging	2,071	590	2,661
Retail trade	2,362	2,267	4,629
Transportation and warehousing	1,869	974	2,843
Utilities	1,729	2,287	4,016
Wholesale goods	3,356	2,549	5,905
Other <sup>(1)</sup>	257	2,458	2,715
<b>Total commercial</b>	<b>\$ 45,215</b>	<b>\$ 35,131</b>	<b>\$ 80,346</b>



- 
- (1) "Other" contains balances related to non-classifiable and invalid business industry codes offset by payments in process and fee accounts that are not available at the loan level.
  - (2) As customers' businesses evolve (e.g. up or down the vertical manufacturing chain), Regions may need to change the assigned business industry code used to define the customer relationship. When these changes occur, Regions does not recast the customer history for prior periods into the new classification because the business industry code used in the prior period was deemed appropriate. As a result, year over year changes may be impacted.

*Investor Real Estate*

Loans for real estate development are repaid through cash flows related to the operation, sale or refinance of the property. This portfolio segment includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of real estate or income generated from the real estate collateral. A portion of Regions' investor real estate portfolio segment consists of loans secured by residential product types (land, single-family and condominium loans) within Regions' markets. Additionally, this category includes loans made to finance income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers. Total investor real estate loans increased \$121 million in comparison to 2018 year-end balances. Due to the nature of the cash flows typically used to repay investor real estate loans, these loans are particularly vulnerable to weak economic conditions.

*Residential First Mortgage*

Residential first mortgage loans represent loans to consumers to finance a residence. These loans are typically financed over a 15 to 30 year term and, in most cases, are extended to borrowers to finance their primary residence. The balance as of December 31, 2019 increased \$209 million in comparison to 2018 year-end balances. Partially offsetting this increase was the first quarter 2019 sale of \$167 million of affordable housing residential mortgage loans, which generated an \$8 million pre-tax gain. Approximately \$3.1 billion in new loan originations were retained on the balance sheet through the year ended 2019.

*Home Equity*

Home equity lending includes both home equity loans and lines of credit. This type of lending, which is secured by a first or second mortgage on the borrower's residence, allows customers to borrow against the equity in their homes. The home equity portfolio declined by \$873 million in comparison to 2018 year-end balances. The decline in the home equity portfolio year-over-year was due to continued payoffs and paydowns exceeding production during the year. Substantially all of this portfolio was originated through Regions' branch network.

The following table presents information regarding the future principal payment reset dates for the Company's home equity lines of credit as of December 31, 2019. The balances presented are based on maturity date for lines with a balloon payment and draw period expiration date for lines that convert to a repayment period.

**Table 12—Home Equity Lines of Credit - Future Principal Payment Resets**

	First Lien	% of Total	Second Lien	% of Total	Total
(Dollars in millions)					
2020	\$ 100	1.88%	\$ 76	1.43%	\$ 176
2021	104	1.96	93	1.76	197
2022	115	2.17	110	2.08	225
2023	144	2.72	125	2.36	269
2024	203	3.82	162	3.06	365
2025-2029	2,123	40.07	1,941	36.61	4,064
2030-2034	—	0.01	1	0.01	1
Thereafter	2	0.03	1	0.03	3
<b>Total</b>	<b>\$ 2,791</b>	<b>52.66%</b>	<b>\$ 2,509</b>	<b>47.34%</b>	<b>\$ 5,300</b>

Of the \$8.4 billion home equity portfolio at December 31, 2019, approximately \$5.3 billion were home equity lines of credit and \$3.1 billion were closed-end home equity loans (primarily originated as amortizing loans). Beginning in December 2016, new home equity lines of credit have a 10-year draw period and a 20-year repayment term. During the 10-year draw period customers do not have an interest-only payment option, except on a very limited basis. From May 2009 to December 2016, home equity lines of credit had a 10-year draw period and a 10-year repayment term. Prior to May 2009, home equity lines of credit had a 20-year repayment term with a balloon payment upon maturity or a 5-year draw period with a balloon payment upon maturity. The term “balloon payment” means there are no principal payments required until the balloon payment is due for interest-only lines of credit.

*Other Consumer Credit Quality Data*

The Company calculates an estimate of the current value of property secured as collateral for both residential first mortgage and home equity lending products (“current LTV”). The estimate is based on home price indices compiled by a third party. The third party data indicates trends for MSAs. Regions uses the third party valuation trends from the MSAs in the Company's footprint in its estimate. The trend data is applied to the loan portfolios taking into account the age of the most recent valuation and geographic area.

The following table presents current LTV data for components of the residential first mortgage and home equity classes of the consumer portfolio segment. Current LTV data for some loans in the portfolio is not available due to mergers and systems integrations. The amounts in the table represent the entire loan balance. For purposes of the table below, if the loan balance exceeds the current estimated collateral the entire balance is included in the “Above 100%” category, regardless of the amount of collateral available to partially offset the shortfall.

**Table 13—Estimated Current Loan to Value Ranges**

	December 31, 2019			December 31, 2018		
	Residential First Mortgage	Home Equity		Residential First Mortgage	Home Equity	
		1st Lien	2nd Lien		1st Lien	2nd Lien
(In millions)						
Estimated current LTV:						
Above 100%	\$ 32	\$ 17	\$ 23	\$ 64	\$ 28	\$ 52
80% - 100%	1,745	125	237	1,720	168	346
Below 80%	12,438	5,390	2,447	12,117	5,852	2,627
Data not available	270	49	96	375	66	118
	<b>\$ 14,485</b>	<b>\$ 5,581</b>	<b>\$ 2,803</b>	<b>\$ 14,276</b>	<b>\$ 6,114</b>	<b>\$ 3,143</b>

#### Indirect—Vehicles

Indirect-vehicles lending, which is lending initiated through third-party business partners, largely consists of loans made through automotive dealerships. This portfolio decreased \$1.2 billion from year-end 2018 due to the termination of a third-party arrangement during the fourth quarter of 2016 and Regions' decision in January 2019 to discontinue its indirect auto lending business due to margin compression impacting overall returns on the portfolio. Regions ceased originating new indirect auto loans in the first quarter of 2019 and completed any in-process indirect auto loan closings at the end of the second quarter of 2019. The Company will remain in the direct auto lending business.

#### Indirect—Other Consumer

Indirect-other consumer lending represents other lending initiatives through third parties, including point of sale lending. This portfolio class increased \$900 million from year-end 2018, primarily due to continued growth in existing arrangements with third parties. The Company exited a third party relationship during the fourth quarter of 2019.

#### Consumer Credit Card

Consumer credit card lending represents primarily open-ended variable interest rate consumer credit card loans. These balances increased \$42 million from year-end 2018.

#### Other Consumer

Other consumer loans primarily include direct consumer loans, overdrafts and other revolving loans. Other consumer loans increased \$29 million from year-end 2018.

Regions qualitatively considers factors such as periodic updates of FICO scores, unemployment, home prices, and geography as credit quality indicators for consumer loans. FICO scores are obtained at origination and refreshed FICO scores are obtained by the Company quarterly for all consumer loans. The following tables present estimated current FICO score data for components of classes of the consumer portfolio segment. Current FICO data is not available for the remaining loans in the portfolio for various reasons; for example, if customers do not use sufficient credit, an updated score may not be available. Residential first mortgage and home equity balances with FICO scores below 620 were 5 percent of the combined portfolios for both December 31, 2019 and December 31, 2018.

**Table 14—Estimated Current FICO Score Ranges**

	December 31, 2019						
	Residential First Mortgage	Home Equity		Indirect- Vehicles	Indirect-Other Consumer	Consumer Credit Card	Other Consumer
		1st Lien	2nd Lien				
	(In millions)						
Below 620	\$ 715	\$ 239	\$ 127	\$ 204	\$ 81	\$ 110	\$ 71
620 - 680	738	389	210	191	255	238	152
681 - 720	1,237	617	326	211	596	288	227
Above 720	11,498	4,216	2,094	1,170	2,189	744	718
Data not available	297	120	46	36	128	7	82
	<u>\$ 14,485</u>	<u>\$ 5,581</u>	<u>\$ 2,803</u>	<u>\$ 1,812</u>	<u>\$ 3,249</u>	<u>\$ 1,387</u>	<u>\$ 1,250</u>
	December 31, 2018						
	Residential First Mortgage	Home Equity		Indirect - Vehicles	Indirect-Other Consumer	Consumer Credit Card	Other Consumer
		1st Lien	2nd Lien				
	(In millions)						
Below 620	\$ 700	\$ 239	\$ 142	\$ 272	\$ 56	\$ 98	\$ 69
620 - 680	747	429	259	332	212	229	148
681 - 720	1,270	708	376	384	405	288	223
Above 720	11,104	4,610	2,316	1,992	1,474	721	704
Data not available	455	128	50	73	202	9	77
	<u>\$ 14,276</u>	<u>\$ 6,114</u>	<u>\$ 3,143</u>	<u>\$ 3,053</u>	<u>\$ 2,349</u>	<u>\$ 1,345</u>	<u>\$ 1,221</u>

#### Allowance for Credit Losses

The allowance for credit losses ("allowance") consists of two components: the allowance for loan losses and the reserve for unfunded credit commitments. The allowance for loan losses totaled \$869 million at December 31, 2019 compared to \$840 million

at December 31, 2018. The allowance for loan losses as a percentage of net loans increased to 1.05 percent as of December 31, 2019 from 1.01 percent at December 31, 2018, reflecting an increase in classified loans.

The provision for loan losses increased from \$229 million in 2018 to \$387 million in 2019. During 2018, lower than anticipated losses associated with certain 2017 hurricanes resulted in the release of the Company's \$40 million hurricane-specific loan loss allowance, and the sale of \$254 million in residential first mortgage loans consisting primarily of performing troubled debt restructured loans resulted in a \$16 million net reduction to the provision for loan losses. Both of these factors, combined with broad-based improved credit metrics, resulted in a lower provision for loan losses for 2018. Contributing to the increase in the provision for loan losses during 2019 were higher average loan balances due to loan growth in the first quarter of 2019, higher net charge-offs, and an increase in classified loans. The provision for loan losses was higher than net charge-offs for 2019 by approximately \$29 million. Net charge-offs for 2019 were approximately \$35 million higher as compared to 2018.

Management expects that net loan charge-offs will be in the 0.45 percent to 0.55 percent range for 2020; based on recent trends and current market conditions. Economic trends such as interest rates, unemployment, volatility in commodity prices and collateral valuations will impact the future levels of net charge-offs and may result in volatility in certain credit metrics. Additionally, changes in circumstances related to individually large credits or certain portfolios may result in volatility.

Details regarding the allowance and net charge-offs, including an analysis of activity from previous years' totals, are included in Table 15 "Allowance for Credit Losses."

The table below summarizes activity in the allowance for credit losses for the years ended December 31:

**Table 15—Allowance for Credit Losses**

	2019	2018	2017	2016	2015
	(Dollars in millions)				
Allowance for loan losses at January 1	\$ 840	\$ 934	\$ 1,091	\$ 1,106	\$ 1,103
Loans charged-off:					
Commercial and industrial	138	130	159	120	130
Commercial real estate mortgage—owner-occupied	11	18	17	22	24
Commercial real estate construction—owner-occupied	1	—	—	1	—
Commercial investor real estate mortgage	1	9	2	2	15
Commercial investor real estate construction	—	—	—	—	—
Residential first mortgage	4	14	11	15	26
Home equity	26	31	35	56	68
Indirect—vehicles	28	38	49	51	41
Indirect—other consumer	77	48	32	15	—
Consumer credit card	67	61	54	42	37
Other consumer	90	84	75	74	62
	443	433	434	398	403
Recoveries of loans previously charged-off:					
Commercial and industrial	24	37	33	32	51
Commercial real estate mortgage—owner-occupied	5	8	9	11	16
Commercial real estate construction—owner-occupied	—	—	—	—	—
Commercial investor real estate mortgage	3	5	21	10	16
Commercial investor real estate construction	1	3	2	3	11
Residential first mortgage	3	6	4	3	8
Home equity	16	17	21	26	28
Indirect—vehicles	12	15	18	18	15
Indirect—other consumer	—	—	2	1	—
Consumer credit card	9	7	6	6	6
Other consumer	12	12	11	11	14
	85	110	127	121	165
Net charge-offs (recoveries):					
Commercial and industrial	114	93	126	88	79
Commercial real estate mortgage—owner-occupied	6	10	8	11	8
Commercial real estate construction—owner-occupied	1	—	—	1	—
Commercial investor real estate mortgage	(2)	4	(19)	(8)	(1)
Commercial investor real estate construction	(1)	(3)	(2)	(3)	(11)
Residential first mortgage	1	8	7	12	18
Home equity	10	14	14	30	40
Indirect—vehicles	16	23	31	33	26
Indirect—other consumer	77	48	30	14	—
Consumer credit card	58	54	48	36	31
Other consumer	78	72	64	63	48
	358	323	307	277	238
Provision for loan losses	387	229	150	262	241
Allowance for loan losses at December 31	\$ 869	\$ 840	\$ 934	\$ 1,091	\$ 1,106
Reserve for unfunded credit commitments at January 1	\$ 51	\$ 53	\$ 69	\$ 52	\$ 65
Provision (credit) for unfunded credit losses	(6)	(2)	(16)	17	(13)
Reserve for unfunded credit commitments at December 31	\$ 45	\$ 51	\$ 53	\$ 69	\$ 52
Allowance for credit losses at December 31	\$ 914	\$ 891	\$ 987	\$ 1,160	\$ 1,158

Loans, net of unearned income, outstanding at end of period	\$ 82,963	\$ 83,152	\$ 79,947	\$ 80,095	\$ 81,162
Average loans, net of unearned income, outstanding for the period	\$ 83,248	\$ 80,692	\$ 79,846	\$ 81,333	\$ 79,634
Ratios:					
Allowance for loan losses to loans, net of unearned income	1.05%	1.01%	1.17%	1.36%	1.36%
Allowance for loan losses to non-performing loans, excluding loans held for sale	171%	169%	144%	110%	141%
Net charge-offs as percentage of average loans, net of unearned income	0.43%	0.40%	0.38%	0.34%	0.30%

Allocation of the allowance for loan losses by portfolio segment and class is summarized as follows:

**Table 16—Allocation of the Allowance for Loan Losses**

	2019		2018		2017		2016		2015	
	Allocation Amount	% Loans in Each Category	Allocation Amount	% Loans in Each Category	Allocation Amount	% Loans in Each Category	Allocation Amount	% Loans in Each Category	Allocation Amount	% Loans in Each Category
(Dollars in millions)										
Commercial and industrial	\$ 442	48.2%	\$ 421	47.2%	\$ 455	45.2%	\$ 585	43.7%	\$ 549	44.1%
Commercial real estate mortgage—owner-occupied	86	6.7	91	6.7	127	7.7	161	8.6	200	9.3
Commercial real estate construction—owner-occupied	9	0.4	8	0.5	9	0.4	7	0.4	9	0.5
Total commercial	537	55.3	520	54.4	591	53.3	753	52.7	758	53.9
Commercial investor real estate mortgage	30	5.9	42	5.6	42	5.1	54	5.1	69	5.3
Commercial investor real estate construction	15	2.0	16	2.1	22	2.2	31	3.0	28	3.3
Total investor real estate	45	7.9	58	7.7	64	7.3	85	8.1	97	8.6
Residential first mortgage	37	17.5	37	17.2	62	17.6	68	16.8	77	15.8
Home equity	27	10.1	29	11.1	40	12.7	45	13.3	67	13.5
Indirect—vehicles	13	2.2	26	3.7	34	4.2	39	5.0	33	4.9
Indirect—other consumer	91	3.9	61	2.8	34	1.8	15	1.2	5	0.7
Consumer credit card	69	1.7	67	1.6	66	1.6	45	1.5	40	1.3
Other consumer	50	1.4	42	1.5	43	1.5	41	1.4	29	1.3
Total consumer	287	36.8	262	37.9	279	39.4	253	39.2	251	37.5
	<u>\$ 869</u>	<u>100.0%</u>	<u>\$ 840</u>	<u>100.0%</u>	<u>\$ 934</u>	<u>100.0%</u>	<u>\$ 1,091</u>	<u>100.0%</u>	<u>\$ 1,106</u>	<u>100.0%</u>

### CECL Adoption

On January 1, 2020, the Company adopted a new accounting standard, which replaces the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss (CECL) methodology. Upon the adoption of CECL, the allowance is intended to cover expected credit losses over the contractual life of loans measured at amortized cost, including unfunded commitments. Management's measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and R&S forecasts that affect the collectability of the reported asset amount. During the R&S forecast period, Regions incorporated forward-looking information by utilizing its internally formulated and approved "base" economic scenario. The scenario was developed by the Chief Economist and approved by the Scenario Design Committee. The approved economic forecast considered market forward/consensus information and was consistent with Regions' organization-wide economic outlook. Regions utilized a two year R&S forecast period for all portfolio segments, which closely aligned with other internal forecast periods. Key macroeconomic factors that Regions utilized over the two year R&S forecast period are as follows:

- Unemployment rates between 3.3% and 3.7%
- Real GDP, annualized percent change between 1.3% and 2.0%
- 10 year US Treasury rates between 1.8% and 1.9%
- US Federal Funds rates between 1.3% and 1.6%
- CPI year-over-year change between 1.8% and 2.1%
- Core logic HPI approximately 3% increase per year

See the "Economic Environment in Regions' Banking Markets" section found later in the Credit Risk section of this report for further discussion of the current U.S. economic environment and its influence to Regions' credit performance.

For periods beyond which Regions utilized R&S forecasts, Regions reverted to historical credit loss information. Regions reverts to TTC loss rates derived from taking the simple average of all historical quarterly observations for PD, LGD, EAD and

prepayment rates. The mean reversion rate represents the weighted-average of forecasted R&S and TTC rates, with the weight increasing exponentially over time. The reversion periods for classes of commercial and investor real estate loans were six months to two years and the reversion periods for classes of consumer loans were between two and four years. The length of the reversion period differed by portfolio segment depending on the time it takes for charge-off rates to revert to the long-term average. Regions may adjust any and/or all of the factors discussed above in future periods.

These assumptions and estimates will be monitored and challenged by appropriate corporate governance.

The CECL allowance is measured on a collective (pool) basis when similar risk characteristics exist. The allowance is calculated for most portfolios and classes using econometric models. Loans that do not share risk characteristics are evaluated on an individual basis. While quantitative allowance methodologies strive to reflect all risk factors, any estimate involves assumptions and uncertainties resulting in some level of imprecision. Regions adjusts the modeled allowance considering quantitative and qualitative factors which may not be directly measured in the modeled calculations. Regions' qualitative framework provides for specific model adjustments and general imprecision adjustments. Specific model adjustments capture specific issues or events that are not adequately captured in model outcomes. General imprecision adjustments address other sources of imprecision that are not separately identifiable or quantifiable and have not been captured by a specific model adjustment.

The table below summarizes the estimated allowance by portfolio segment upon adoption of CECL as compared to prior to adoption. The CECL estimate is based upon an increase of approximately \$500 million at adoption.

**Table 17—Allocation of the Allowance for Loan Losses by Portfolio Segment**

	Balance outstanding December 31, 2019	December 31, 2019		January 1, 2020		\$ Change
		ACL	ACL to Loans	ACL	ACL to Loans	
Commercial	\$ 45,839	\$ 578	1.26%	\$ 609	1.33%	\$ 31
Investor real estate	6,557	49	0.75	70	1.07	21
Consumer	30,567	287	0.94	735	2.40	448
	<u>\$ 82,963</u>	<u>\$ 914</u>	<u>1.10%</u>	<u>\$ 1,414</u>	<u>1.70%</u>	<u>\$ 500</u>

As shown in the table above, the estimated increase in the allowance at adoption of CECL was primarily the result of significant increases within the consumer portfolio segment. Classes within the consumer segment that were most impacted include residential first mortgages, home equity and indirect-other consumer. The impact to the residential first mortgage and home equity classes is mainly driven by their longer time to maturity. Additionally, a significant portion of the indirect-other consumer class is unsecured lending through third parties which yield higher loss rates. Under CECL, these higher loss rates compounded over a life of loan estimate result in a significantly larger allowance estimate.

Regions' CECL estimate is sensitive to a number of factors, which may differ depending on the portfolio or class. Changes in economic conditions or in Regions' assumptions and estimates could affect its estimate of expected losses. Regions used its best judgment to assess economic conditions and loss data in estimating the CECL allowance and these estimates are subject to periodic refinement based on changes in underlying external or internal data.

For further information on the estimated impact upon adoption of CECL, see Note 1 "Summary of Significant Accounting Policies" to the consolidated financial statements.

#### **TROUBLED DEBT RESTRUCTURINGS (TDRs)**

TDRs are modified loans in which a concession is provided to a borrower experiencing financial difficulty. Residential first mortgage, home equity, consumer credit card and other consumer TDRs are consumer loans modified under the CAP. Commercial and investor real estate loan modifications are not the result of a formal program, but represent situations where modifications were offered as a workout alternative. Renewals of classified commercial and investor real estate loans are considered to be TDRs, even if no reduction in interest rate is offered, if the existing terms are considered to be below market. More detailed information is included in Note 6 "Allowance for Credit Losses" to the consolidated financial statements. The following table summarizes the loan balance and related allowance for accruing and non-accruing TDRs for the periods ending December 31:



**Table 18—Troubled Debt Restructurings**

	2019		2018	
	Loan Balance	Allowance for Loan Losses	Loan Balance	Allowance for Loan Losses
(In millions)				
Accruing:				
Commercial	\$ 106	\$ 15	\$ 108	\$ 17
Investor real estate	32	3	14	1
Residential first mortgage	177	18	170	16
Home equity	151	7	189	6
Consumer credit card	1	—	1	—
Other consumer	4	—	6	—
	<u>471</u>	<u>43</u>	<u>488</u>	<u>40</u>
Non-accrual status or 90 days past due and still accruing:				
Commercial	139	20	183	18
Investor real estate	1	—	5	—
Residential first mortgage	40	4	38	4
Home equity	8	—	15	—
	<u>188</u>	<u>24</u>	<u>241</u>	<u>22</u>
Total TDRs - Loans	<u>\$ 659</u>	<u>\$ 67</u>	<u>\$ 729</u>	<u>\$ 62</u>
TDRs- Held For Sale	1	—	5	—
Total TDRs	<u>\$ 660</u>	<u>\$ 67</u>	<u>\$ 734</u>	<u>\$ 62</u>

Note: All loans listed in the table above are considered impaired under applicable accounting literature.

The following table provides an analysis of the changes in commercial and investor real estate TDRs. TDRs with subsequent restructurings that meet the definition of a TDR are only reported as TDR additions in the period they were first modified. Other than resolutions such as charge-offs, foreclosures, payments, sales and transfers to held for sale, Regions may remove loans from TDR classification if the following conditions are met: the borrower's financial condition improves such that the borrower is no longer in financial difficulty, the loan has not had any forgiveness of principal or interest, the loan has not been restructured as an "A" note/"B" note, the loan has been reported as a TDR over one fiscal year-end and the loan is subsequently refinanced or restructured at market terms such that it qualifies as a new loan.

For the consumer portfolio, changes in TDRs are primarily due to additions from CAP modifications and outflows from payments and charge-offs. Given the types of concessions currently being granted under the CAP as detailed in Note 6 "Allowance for Credit Losses" to the consolidated financial statements. Regions does not expect that the market interest rate condition will be widely achieved. Therefore, Regions expects consumer loans modified through CAP to continue to be identified as TDRs for the remaining term of the loan.

**Table 19—Analysis of Changes in Commercial and Investor Real Estate TDRs**

	2019		2018	
	Commercial	Investor Real Estate	Commercial	Investor Real Estate
(In millions)				
Balance, beginning of year	\$ 291	\$ 19	\$ 347	\$ 91
Additions	192	13	360	59
Charge-offs	(33)	—	(46)	—
Other activity, inclusive of payments and removals <sup>(1)</sup>	(205)	1	(370)	(131)
Balance, end of year	<u>\$ 245</u>	<u>\$ 33</u>	<u>\$ 291</u>	<u>\$ 19</u>

- (1) The majority of this category consists of payments and sales. It also includes normal amortization/accretion of loan basis adjustments, loans transferred to held for sale, removals and reclassifications between portfolio segments. Additionally, it includes \$6 million of commercial loans and \$1 million of investor real estate loans refinanced or restructured as new loans and removed from TDR classification during 2019. During 2018, \$31 million of commercial loans and \$35 million of investor real estate loans were refinanced or restructured as new loans and removed from TDR classification.

## NON-PERFORMING ASSETS

The following table presents non-performing assets as of December 31:

**Table 20—Non-Performing Assets**

	2019	2018	2017	2016	2015
	(Dollars in millions)				
Non-performing loans:					
Commercial and industrial	\$ 347	\$ 307	\$ 404	\$ 623	\$ 325
Commercial real estate mortgage—owner-occupied	73	67	118	210	268
Commercial real estate construction—owner-occupied	11	8	6	3	2
Total commercial	431	382	528	836	595
Commercial investor real estate mortgage	2	11	5	17	31
Commercial investor real estate construction	—	—	1	—	—
Total investor real estate	2	11	6	17	31
Residential first mortgage	27	40	47	50	63
Home equity	47	63	69	92	93
Total consumer	74	103	116	142	156
Total non-performing loans, excluding loans held for sale	507	496	650	995	782
Non-performing loans held for sale	13	10	17	13	38
Total non-performing loans <sup>(1)</sup>	520	506	667	1,008	820
Foreclosed properties	53	52	73	90	100
Non-marketable investments received in foreclosure	5	8	—	—	—
Total non-performing assets <sup>(1)</sup>	\$ 578	\$ 566	\$ 740	\$ 1,098	\$ 920
Accruing loans 90 days past due:					
Commercial and industrial	\$ 11	\$ 8	\$ 4	\$ 6	\$ 9
Commercial real estate mortgage—owner-occupied	1	—	1	2	3
Total commercial	12	8	5	8	12
Commercial investor real estate mortgage	—	—	1	—	4
Total investor real estate	—	—	1	—	4
Residential first mortgage <sup>(2)</sup>	70	66	92	99	113
Home equity	42	34	37	33	59
Indirect—vehicles	7	9	9	10	9
Indirect—other consumer	3	1	—	—	—
Consumer credit card	19	20	19	15	12
Other consumer	5	5	4	5	4
Total consumer	146	135	161	162	197
	\$ 158	\$ 143	\$ 167	\$ 170	\$ 213
Restructured loans not included in the categories above	\$ 471	\$ 488	\$ 945	\$ 1,010	\$ 1,039
Non-performing loans <sup>(1)</sup> to loans and non-performing loans held for sale	0.63%	0.61%	0.83%	1.26%	1.01%
Non-performing assets <sup>(1)</sup> to loans, foreclosed properties and non-performing loans held for sale	0.70%	0.68%	0.92%	1.37%	1.13%

(1) Excludes accruing loans 90 days past due.

(2) Excludes residential first mortgage loans that are 100% guaranteed by the FHA and all guaranteed loans sold to the GNMA where Regions has the right but not the obligation to repurchase. Total 90 days or more past due guaranteed loans excluded were \$66 million at December 31, 2019, \$84 million at December 31, 2018, \$124 million at December 31, 2017, \$113 million at December 31, 2016 and \$107 million at December 31, 2015.

Non-performing loans increased slightly during 2019 driven by increases in the administrative, support, waste and repair, manufacturing, and retail trade industries.

Economic trends such as interest rates, unemployment, volatility in commodity prices, and collateral valuations will impact the future level of non-performing assets. Circumstances related to individually large credits could also result in volatility.

At December 31, 2019, Regions had approximately \$130 million to \$210 million of potential problem commercial and investor real estate loans that were not included in non-accrual loans, but for which management had concerns as to the ability of such borrowers to comply with their present loan repayment terms. This is a likely estimate of the amount of commercial and investor real estate loans that have the potential to migrate to non-accrual status in the next quarter.

In order to arrive at the estimate of potential problem loans, credit personnel forecast certain larger dollar loans that may potentially be downgraded to non-accrual at a future time, depending on the occurrence of future events. These personnel consider a variety of factors, including the borrower's capacity and willingness to meet the contractual repayment terms, make principal curtailments or provide additional collateral when necessary, and provide current and complete financial information including global cash flows, contingent liabilities and sources of liquidity. Based upon the consideration of these factors, a probability weighting is assigned to loans to reflect the potential for migration to the pool of potential problem loans during this specific time period. Additionally, for other loans (for example, smaller dollar loans), a trend analysis is incorporated to determine the estimate of potential future downgrades. Because of the inherent uncertainty in forecasting future events, the estimate of potential problem loans ultimately represents the estimated aggregate dollar amounts of loans as opposed to an individual listing of loans.

The majority of the loans on which the potential problem loan estimate is based are considered criticized and classified. Detailed disclosures for substandard accrual loans (as well as other credit quality metrics) are included in Note 6 "Allowance for Credit Losses" to the consolidated financial statements.

The following table provides an analysis of non-accrual loans (excluding loans held for sale) by portfolio segment:

**Table 21—Analysis of Non-Accrual Loans**

<b>Non-Accrual Loans, Excluding Loans Held for Sale for the Year Ended December 31, 2019</b>						
	<b>Commercial</b>		<b>Investor Real Estate</b>		<b>Consumer<sup>(1)</sup></b>	<b>Total</b>
	<b>(In millions)</b>					
Balance at beginning of year	\$ 382	\$	11	\$	103	\$ 496
Additions	469		4		—	473
Net payments/other activity	(206)		(8)		(29)	(243)
Return to accrual	(19)		(3)		—	(22)
Charge-offs on non-accrual loans <sup>(2)</sup>	(126)		(1)		—	(127)
Transfers to held for sale <sup>(3)</sup>	(43)		(1)		—	(44)
Transfers to foreclosed properties	(6)		—		—	(6)
Sales	(20)		—		—	(20)
Balance at end of year	<u>\$ 431</u>	<u>\$</u>	<u>2</u>	<u>\$</u>	<u>74</u>	<u>\$ 507</u>
<b>Non-Accrual Loans, Excluding Loans Held for Sale for the Year Ended December 31, 2018</b>						
	<b>Commercial</b>		<b>Investor Real Estate</b>		<b>Consumer<sup>(1)</sup></b>	<b>Total</b>
	<b>(In millions)</b>					
Balance at beginning of year	\$ 528	\$	6	\$	116	\$ 650
Additions	341		26		—	367
Net payments/other activity	(266)		—		(10)	(276)
Return to accrual	(41)		(2)		—	(43)
Charge-offs on non-accrual loans <sup>(2)</sup>	(136)		(9)		—	(145)
Transfers to held for sale <sup>(3)</sup>	(36)		(1)		(3)	(40)
Transfers to foreclosed properties	(3)		—		—	(3)
Sales	(5)		(9)		—	(14)
Balance at end of year	<u>\$ 382</u>	<u>\$</u>	<u>11</u>	<u>\$</u>	<u>103</u>	<u>\$ 496</u>

- (1) All net activity within the consumer portfolio segment other than sales and transfers to held for sale (including related charge-offs) is included as a single net number within the net payments/other activity line.
- (2) Includes charge-offs on loans on non-accrual status and charge-offs taken upon sale and transfer of non-accrual loans to held for sale.
- (3) Transfers to held for sale are shown net of charge-offs of \$11 million and \$12 million recorded upon transfer for the years ended December 31, 2019 and 2018, respectively.

#### **Other Earning Assets**

Other earning assets consist primarily of FRB and FHLB stock, marketable equity securities and operating lease assets. The balance at December 31, 2019 totaled \$1.5 billion compared to \$1.7 billion at December 31, 2018. Refer to Note 8 "Other Earning Assets" to the consolidated financial statements for additional information.

#### **Goodwill**

Goodwill totaled \$4.8 billion at both December 31, 2019 and 2018. Refer to the "Critical Accounting Policies" section earlier in this report for detailed discussions of the Company's methodology for testing goodwill for impairment. Refer to Note 1 "Summary of Significant Accounting Policies" and Note 10 "Intangible Assets" to the consolidated financial statements for the methodologies and assumptions used in the goodwill impairment analysis.

#### **Residential Mortgage Servicing Rights at Fair Value**

Residential MSR decreased approximately \$73 million from December 31, 2018 to December 31, 2019. The year-over-year decrease is primarily due to lower purchases of servicing rights during 2019 and a decline resulting from changes in valuation inputs or assumptions. An analysis of residential MSR is presented in Note 7 "Servicing of Financial Assets" to the consolidated financial statements.

#### **Deposits**

Regions competes with other banking and financial services companies for a share of the deposit market. Regions' ability to compete in the deposit market depends heavily on the pricing of its deposits and how effectively the Company meets customers' needs. Regions employs various means to meet those needs and enhance competitiveness, such as providing a high level of customer service, competitive pricing and convenient branch locations for its customers. Regions also serves customers through providing centralized, high-quality banking services and alternative product delivery channels such as mobile and internet banking.

Deposits are Regions' primary source of funds, providing funding for 86 percent of average earning assets in 2019 and 87 percent of average earning assets in 2018. Table 22 "Deposits" details year-over-year deposits on a period-ending basis. Total deposits at December 31, 2019 increased approximately \$3.0 billion compared to year-end 2018 levels. The increase in deposits was primarily driven by increases in corporate treasury other deposits, money market accounts, interest-bearing transaction accounts and time deposits. These increases were partially offset by decreases in non-interest-bearing demand, savings, and to a lesser extent, corporate treasury time deposits.

Deposit costs increased to 47 basis points for 2019, compared to 26 basis points for 2018 and 16 basis points for 2017. The rate paid on interest-bearing deposits increased to 0.74 percent in 2019 compared to 0.42 percent for 2018 and 0.26 percent for 2017. The increases are largely due to portfolio remixing, resulting from the rise of short-term rates in late 2018 that remained elevated during the first half of 2019. The portfolio remixing stabilized in late 2019 as the FOMC reduced its short-term policy rate. Low deposit costs are driven primarily by the composition of the Company's deposit base, which includes a significant amount of low-cost, and relatively small account balance consumer and private wealth deposits. The deposit base composition is a key component of the Company's franchise value.

The following table summarizes deposits by category as of December 31:

**Table 22—Deposits**

	2019	2018	2017
	(In millions)		
Non-interest-bearing demand	\$ 34,113	\$ 35,053	\$ 36,127
Savings	8,640	8,788	8,413
Interest-bearing transaction	20,046	19,175	20,161
Money market—domestic	25,326	24,111	25,306
Money market—foreign	—	—	23
Time deposits	7,442	7,122	6,831
Customer deposits	95,567	94,249	96,861
Corporate treasury time deposits	108	242	28
Corporate treasury other deposits	1,800	—	—
	<u>\$ 97,475</u>	<u>\$ 94,491</u>	<u>\$ 96,889</u>

Non-interest-bearing demand deposits decreased \$940 million to \$34.1 billion at year-end 2019 due primarily to commercial customers using liquidity to pay down debt or invest in their businesses, as well as portfolio remixing. Non-interest-bearing deposits accounted for approximately 35 percent of total deposits for 2019 compared to 37 percent for 2018.

Interest-bearing transaction accounts increased \$871 million to \$20.0 billion due to the offering of higher rates, which resulted in portfolio remixing. Interest-bearing transaction deposits accounted for approximately 21 percent of total deposits for 2019 compared to 20 percent for 2018.

Domestic money market accounts increased \$1.2 billion to \$25.3 billion at year-end 2019 due to the offering of higher rates, portfolio remixing, and overall account growth. Domestic money market accounts accounted for approximately 26 percent of total deposits at both year-end 2019 and 2018.

Included in time deposits are certificates of deposit and individual retirement accounts. The balance of time deposits increased \$320 million in 2019 to \$7.4 billion compared to \$7.1 billion in 2018 due primarily to higher rates being offered on certificates of deposit accounts and customer preference, which drove portfolio remixing and account growth. Time deposits accounted for 8 percent of total deposits in both 2019 and 2018. See Table 23 “Maturity of Time Deposits of \$100,000 or More” for maturity information.

Corporate treasury other deposits consist of balances managed by Corporate Treasury, including Eurodollar deposits and selected deposits.

**Table 23—Maturity of Time Deposits of \$100,000 or More**

	2019	2018
	(In millions)	
Time deposits of \$100,000 or more, maturing in:		
3 months or less	\$ 1,226	\$ 957
Over 3 through 6 months	372	387
Over 6 through 12 months	1,018	595
Over 12 months	1,034	1,578
	<u>\$ 3,650</u>	<u>\$ 3,517</u>

## Borrowings

### Short-Term Borrowings

Short-term borrowings, which consist of FHLB advances, totaled \$2.1 billion at December 31, 2019 as compared to \$1.6 billion at December 31, 2018. The levels of these borrowings can fluctuate depending on the Company’s funding needs and the sources utilized. The increase in 2019 was partially offset by a decline in long-term borrowings related primarily to maturities of long-term FHLB advances.

Short-term secured borrowings, such as securities sold under agreements to repurchase and FHLB advances, are a core portion of Regions' funding strategy.

The securities financing market and specifically short-term FHLB advances continue to provide reliable funding at attractive rates. See the "Liquidity" section for further detail of Regions' borrowing capacity with the FHLB.

### Long-Term Borrowings

Total long-term borrowings decreased approximately \$4.5 billion to \$7.9 billion at December 31, 2019. The decrease was primarily due to a \$4.4 billion decrease in FHLB advances. Additionally, Regions tendered approximately \$740 million of its senior notes. Offsetting these decreases was an issuance of \$500 million of senior notes.

See Note 12 "Borrowings" to the consolidated financial statements for further discussion of both short-term and long-term borrowings.

## Ratings

Table 24 “Credit Ratings” reflects the debt ratings information of Regions Financial Corporation and Regions Bank by Standard and Poor's ("S&P"), Moody's, Fitch and Dominion Bond Rating Service ("DBRS") as of December 31, 2019 and 2018.

**Table 24—Credit Ratings**

	As of December 31, 2019			
	S&P	Moody's	Fitch	DBRS
<b>Regions Financial Corporation</b>				
Senior unsecured debt	BBB+	Baa2	BBB+	AL
Subordinated debt	BBB	Baa2	BBB	BBBH
<b>Regions Bank</b>				
Short-term	A-2	P-1	F1	R-IL
Long-term bank deposits	N/A	A2	A-	A
Senior unsecured debt	A-	Baa2	BBB+	A
Subordinated debt	BBB+	Baa2	BBB	AL
<b>Outlook</b>	Stable	Positive	Positive	Stable
	As of December 31, 2018			
	S&P	Moody's	Fitch	DBRS
<b>Regions Financial Corporation</b>				
Senior unsecured debt	BBB+	Baa2	BBB+	AL
Subordinated debt	BBB	Baa2	BBB	BBBH
<b>Regions Bank</b>				
Short-term	A-2	P-1	F2	R-IL
Long-term bank deposits	N/A	A2	A-	A
Senior unsecured debt	A-	Baa2	BBB+	A
Subordinated debt	BBB+	Baa2	BBB	AL
<b>Outlook</b>	Stable	Positive	Stable	Stable

N/A - not applicable.

On December 9, 2019 Fitch Ratings revised the outlook for Regions Financial Corporation, and its subsidiary, Regions Bank to Positive from Stable. The positive outlook reflects the Company's improved asset quality levels, risk appetite and strategy.

On July 31, 2019, Fitch Ratings upgraded its short-term default rating for Regions Bank and Regions Financial Corporation to F1 from F2. Fitch also upgraded its short-term deposit rating for Regions Bank to F1 from F2. Fitch attributed the upgrade to changes in its short-term ratings criteria, while also referencing the Company's robust liquidity management and funding profile. Furthermore, Fitch viewed the Company's liquidity stress testing process as supportive of the rating given the measurement and monitoring of liquidity outflow coverage under various stress scenarios and time horizons.

In general, ratings agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix, probability of government support, and level and quality of earnings. Any downgrade in credit ratings by one or more ratings agencies may impact Regions in several ways, including, but not limited to, Regions' access to the capital markets or short-term funding, borrowing cost and capacity, collateral requirements, and acceptability of its letters of credit, thereby potentially adversely impacting Regions' financial condition and liquidity. See the “Risk Factors” section of this Annual Report on Form 10-K for more information.

A security rating is not a recommendation to buy, sell or hold securities, and the ratings are subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.

## Stockholders' Equity

Stockholders' equity was \$16.3 billion at December 31, 2019 as compared to \$15.1 billion at December 31, 2018. During 2019, net income increased stockholders' equity by \$1.6 billion. Cash dividends on common stock and cash dividends on preferred stock reduced stockholders' equity by \$582 million and \$79 million, respectively. Common stock repurchased during 2019 reduced stockholders' equity by \$1.1 billion. These shares were immediately retired and therefore are not included in treasury stock. Changes in accumulated other comprehensive income increased stockholders' equity by \$874 million, primarily due to the net change in unrealized gains (losses) on securities available for sale and derivative instruments as a result of changes in market interest rates during 2019. Furthermore, during the second quarter of 2019 the Company issued Series C Preferred Stock, which increased stockholders' equity by \$490 million.

During the second quarter of 2019, the Board authorized the repurchase of up to \$1.37 billion of the Company's common stock, permitting repurchases from the beginning of the third quarter of 2019 through the end of the second quarter of 2020.

See Note 15 "Stockholders' Equity and Accumulated Other Comprehensive Income (Loss)" to the consolidated financial statements for additional information.

## REGULATORY REQUIREMENTS

### CAPITAL RULES

Regions and Regions Bank are required to comply with regulatory capital requirements established by Federal and State banking agencies. These regulatory capital requirements involve quantitative measures of the Company's assets, liabilities and selected off-balance sheet items, and also qualitative judgments by the regulators. Failure to meet minimum capital requirements can subject the Company to a series of increasingly restrictive regulatory actions. See Note 13 "Regulatory Capital Requirements and Restrictions" to the consolidated financial statements for a tabular presentation of the applicable holding company and bank regulatory capital requirements.

Under the Basel III Rules, Regions is designated as a standardized approach bank and, as such, began transitioning to the Basel III Rules in January 2015 subject to a phase-in period extending to January 2019. The Basel III Rules are now fully phased in, other than deductions and adjustments as described below, and among other things, (i) impose a capital measure called CET1, (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) define CET1 narrowly by requiring that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expand the scope of the deductions/adjustments to capital as compared to prior regulations. The Basel III Rules also prescribe a standardized approach for risk-weightings of assets and off-balance sheet exposures to derive the capital ratios.

Additionally, the Basel III Rules impose a capital conservation buffer designed to absorb losses during periods of economic stress. The capital conservation buffer is on top of minimum risk-weighted asset ratios and is equal to the lowest difference between the three risk-based capital ratios less the applicable minimum required ratio. As of January 1, 2019, the capital conservation buffer is fully phased in and is 2.5% of CET1 to risk-weighted assets. In addition, the Basel III Rules provide for a countercyclical capital buffer applicable only to advanced approach institutions, and therefore not currently applicable to Regions or Regions Bank. Banking institutions with ratios that are above the minimum but below the combined capital conservation buffer and countercyclical capital buffer, when applicable, face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall and the institution's ERI. ERI is compiled using the past four quarter trailing net income, net of distributions and tax effects not reflected in net income.

The Basel III Rules provide for a number of deductions from and adjustments to CET1. For example, goodwill and selected other intangible assets, and disallowed deferred tax assets are deducted. MSRs, certain other deferred tax assets and significant investments in non-consolidated financial entities are also deducted from CET1 if they exceed defined thresholds. Under the Basel III Rules, the effects of certain accumulated other comprehensive items are included; however, standardized approach banking organizations, including Regions and Regions Bank, were allowed to make a one-time permanent election to exclude these items. Regions and Regions Bank made this election in order to avoid significant variations in the level of capital, including the impact of interest rate fluctuations on the fair value of their securities portfolios.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and was to be phased in over a 4-year period, beginning at 40% on January 1, 2015 and an additional 20% per year thereafter. In July 2019, the federal banking agencies finalized a rule to revise and simplify the capital treatment of selected categories of deferred tax assets, MSRs, investments in non-consolidated financial entities and minority interests for banking organizations, such as Regions and Regions Bank, that are not subject to the advanced approach. In November 2019, federal banking agencies also adopted rules that change the capital treatment of high volatility commercial real estate loans under the standardized approach, which increases regulatory capital ratios for some standardized approach banking organizations such as Regions by changing the definition of these real estate loans. Regions will fully implement these changes during the second quarter of 2020.

In December 2017, the Basel Committee published standards that it described as the finalization of the Basel III post-crisis regulatory reforms (the standards are commonly referred to as "Basel IV"). Among other things, these standards revise the Basel

Committee’s standardized approach for credit risk (including by recalibrating risk-weights and introducing new capital requirements for certain “unconditionally cancellable commitments,” such as unused credit card lines of credit) and provide a new standardized approach for operational risk capital. Under the Basel framework, these standards will generally be effective on January 1, 2022, with an aggregate output floor phasing in through January 1, 2027. Under the current U.S. capital rules, operational risk capital requirements and a capital floor apply only to advanced approach institutions, and not to Regions or Regions Bank. The impact of Basel IV on the Company will depend on the manner in which it is implemented by the federal banking regulators.

On April 10, 2018, the federal banking agencies issued a proposal to simplify capital rules for large banks. The proposal introduces a SCB, which would replace the existing capital conservation buffer and incorporate forward-looking stress test results into non-stress capital requirements. The SCB, subject to a minimum of 2.5%, would reflect stressed losses in the supervisory severely adverse scenario of the Federal Reserve’s supervisory stress tests and would also include four quarters of planned common stock dividends. Details of this proposal are discussed under the “Supervision and Regulation—Comprehensive Capital Analysis and Review and Stress Testing” section of the “Business” section of this Annual Report on Form 10-K. Although the proposal, if adopted, would change the way in which the minimum capital ratios are calculated, institutions would continue to be subject to progressively more stringent constraints on capital actions as they approach the minimum ratios.

In December 2018, the federal banking agencies issued a final rule that amends regulatory capital rules to provide banks with the option to phase in the day-one effects on regulatory capital that may result from adoption of the new current expected credit losses accounting standard (see the “Recent Accounting Pronouncements and Accounting Changes” section in Note 1 “Summary of Significant Accounting Policies”). Additionally, the agencies finalized amendments to stress testing regulations which delay incorporation of the new accounting standard in stress testing until the 2020 stress test cycle.

EGRRCPA was enacted on May 24, 2018, and makes limited amendments to the Dodd-Frank Act as well as modifications to other post-crisis regulatory requirements. As a result of EGRRCPA, Regions is no longer subject to company-run stress testing requirements and changes Regions’ supervisory stress testing cycle from annual to biennial. In October 2019, the federal banking agencies finalized rules that would tailor the application of enhanced prudential standards per the EGRRCPA and would assign each institution with \$100 billion or more in total consolidated assets, as well as its bank subsidiaries, to one of four categories based on its size and five risk-based indicators. Regions is a “Category IV” institution. Broader discussion of the impact of EGRRCPA on Regions and Regions Bank is included under the “Supervision and Regulation” section of the “Business” section of this Annual Report on Form 10-K.

In February 2019, the Federal Reserve provided relief to BHCs with assets between \$100 billion and \$250 billion, including Regions, in the form of a one-year extension to the requirement to submit a capital plan to the Federal Reserve. Thus, Regions must submit a capital plan to the Federal Reserve by April 6, 2020. In addition, Regions was not subject to the supervisory capital stress testing or the company-run capital stress testing requirements for 2019, but will be subject to supervisory capital stress testing for 2020. However, Regions is still required to maintain a capital plan that is reviewed and approved by Regions’ Board of Directors. Furthermore, while Regions was not required to submit a full capital plan to the Federal Reserve in 2019, the Company was required to submit its planned capital actions for the period between July 1, 2019 and June 30, 2020. The Federal Reserve announced that for the period from July 1, 2019 through June 30, 2020, Regions, like other firms granted an extension, was approved to make capital distributions up to the amount that would have allowed the firm to remain above all minimum capital requirements in CCAR 2018, adjusted for any changes in Regions’ regulatory capital ratios since the Federal Reserve acted on Regions’ 2018 capital plan.

Additional discussion of the Basel III Rules and their applicability to Regions is included in Note 13 “Regulatory Capital Requirements and Restrictions” to the consolidated financial statements. Discussion of the final rule to provide relief for the initial capital decrease at adoption of CECL is included in the “Risk Factors” section and in Note 1 “Summary of Significant Accounting Policies” to the consolidated financial statements.

## *LIQUIDITY*

The federal banking agencies have adopted rules implementing Basel III’s LCR, which is designed to ensure that a covered bank or BHC maintains an adequate level of unencumbered high-quality liquid assets under an acute 30-day liquidity stress scenario. Under the tailoring rules, Regions has been designated as a Category IV institution and is no longer subject to any LCR requirement. Category IV institutions, including Regions, remain subject to liquidity risk management requirements, but these requirements are now tailored such that collateral positions are calculated only monthly, a more limited set of liquidity risk limits exists, and fewer elements of intraday liquidity risk exposures are monitored. Also, liquidity stress testing is required quarterly rather than monthly, and liquidity data on the FR 2052a is reported on a monthly basis. Regions remains subject to the liquidity buffer requirements.

Regions maintains a robust liquidity management framework designed to effectively manage liquidity risk in accordance with sound risk management principals. The framework establishes sustainable processes and tools to effectively identify, measure, mitigate, monitor, and report liquidity risks beginning with Regions’ Liquidity Management Policy and the Liquidity Risk Appetite Statements approved by the Board. Processes within the liquidity management framework include, but are not limited to, liquidity



risk governance, cash management, liquidity stress testing, liquidity risk limits, contingency funding plans, and collateral management. While the framework is designed to comply with liquidity regulations, the processes often go beyond minimum regulatory requirements and are commensurate with Regions' operating model and risk profile.

See the "Supervision and Regulation—Liquidity Regulation" subsection of the "Business" section, the "Risk Factors" section and the "Liquidity" section later in this report for more information.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

Regions periodically invests in various limited partnerships that sponsor affordable housing projects, which are funded through a combination of debt and equity. See Note 2 "Variable Interest Entities" to the consolidated financial statements for further discussion.

Regions' off-balance sheet credit risk includes obligations for loans sold with recourse, unfunded loan commitments, and letters of credit. See Note 7 "Servicing of Financial Assets" and Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for further discussion.

#### **EFFECTS OF INFLATION**

The majority of assets and liabilities of a financial institution are monetary in nature; therefore, a financial institution differs greatly from most commercial and industrial companies, which have significant investments in fixed assets or inventories that are greatly impacted by inflation. While the implications differ for a bank, inflation does have influence on the growth of total assets in the banking industry and the resulting level of capitalization. Inflation also affects the level of market interest rates, and therefore, the pricing of financial instruments.

Management believes the most significant potential impact of inflation on financial results is a direct result of Regions' ability to manage the impact of changes in interest rates. The Company was modestly asset sensitive as of December 31, 2019, primarily driven by exposure to middle and long term rates from future fixed-rate business originations. However, recent hedging activity has reduced the exposure to net interest income and other financing income due to changes in interest rates. Forward starting hedges beginning in 2020 and beyond are designed to protect net interest income and other financing income and net interest margin against a continued low interest rate environment. Refer to Table 25 "Interest Rate Sensitivity" for additional details on Regions' interest rate sensitivity.

#### **EFFECTS OF DEFLATION**

A period of deflation would affect all industries, including financial institutions. Potentially, deflation could lead to lower profits, higher unemployment, lower production and deterioration in overall economic conditions. In addition, deflation could depress economic activity and impair bank earnings through reduced balance sheet growth and less favorable product pricing, as well as impairment in the ability of borrowers to repay loans.

Management believes the most significant potential impact of deflation on financial results relates to Regions' ability to maintain a sufficient amount of capital to cushion against future market and credit related losses. However, the Company can utilize certain risk management tools to help it maintain its balance sheet strength even if a deflationary scenario were to develop.

#### **RISK MANAGEMENT**

Regions is exposed to various risks as part of the normal course of operations. The exposure to risk requires sound risk management practices that comprise an integrated and comprehensive set of programs and processes that apply to the entire Company. Accordingly, Regions has established a risk management framework to manage risks and provide reasonable assurance of the achievement of the Company's strategic objectives.

The primary risk exposures identified and managed through the Company's risk management framework are market risk, liquidity risk, credit risk, operational risk, legal risk, compliance risk, reputational risk and strategic risk.

- Market risk is the risk to the Company's financial condition resulting from adverse movements in market rates or prices, such as interest rates, foreign exchange rates or equity prices.
- Liquidity risk is the potential that the Company will be unable to meet its obligations as they come due because of an inability to liquidate assets or obtain adequate funding (referred to as "funding liquidity risk") or the potential that the Company cannot easily unwind or offset specific exposures without significantly lowering market prices because of inadequate market depth or market disruptions (referred to as "market liquidity risk").
- Credit risk is the risk that arises from the potential that a borrower or counterparty will fail to perform on an obligation.
- Operational risk is the risk of loss resulting from inadequate or failed internal processes, people, and systems or from external events.

- Legal risk is the risk that arises from the potential that unenforceable contracts, lawsuits, or adverse judgments can disrupt or otherwise negatively affect the operations or condition of the Company.
- Compliance risk is the risk to current or anticipated earnings or capital arising from violations of laws, rules, or regulations, or from non-conformance with prescribed practices, internal policies and procedures, or ethical standards.
- Reputational risk is the potential that negative publicity regarding the Company's business practices, whether true or not, will cause a decline in the customer base, costly litigation, or revenue reductions.
- Strategic risk is the risk to current or projected financial condition and resilience from adverse business decisions, poor implementation of business decisions, or lack of responsiveness to changes in the banking industry and operating environment.

Several of these primary risk exposures are expanded upon further within the remaining sections of Management's Discussion and Analysis.

Regions' risk management framework outlines the Company's approach for managing risk that includes the following four components:

- *Collaborative Risk Culture* - A strong, collaborative risk culture is fundamental to the Company's core values and operating principles. It ensures focus on risk in all activities and encourages the necessary mindset and behavior to enable effective risk management and promote sound risk-taking within the bounds of the Company's risk appetite. The Company's risk culture requires that risks be promptly identified, escalated, and challenged; thereby, benefiting the overall performance of the Company. Sustaining a collaborative risk culture is critical to the Company's success and is a clear expectation of executive management and the Board.
- *Sound Risk Appetite* - The Company's risk appetite statements define the types and levels of risk the Company is willing to take to achieve its objectives.
- *Sustainable Risk Processes* - Effective risk management requires sustainable processes and tools to effectively identify, measure, mitigate, monitor, and report risk.
- *Responsible Risk Governance* - Governance serves as the foundation for comprehensive management of risks facing the Company. It outlines clear responsibility and accountability for managing, monitoring, escalating, and reporting both existing and emerging risks.

Clearly defined roles and responsibilities are critical to the effective management of risk and are central to the four components of the Company's approach to risk management. Regions utilizes the Three Lines of Defense concept to clearly designate risk management activities within the Company.

- 1st Line of Defense activities provide for the identification, acceptance and ownership of risks.
- 2nd Line of Defense activities provide for objective oversight of the Company's risk-taking activities and assessment of the Company's aggregate risk levels.
- 3rd Line of Defense activities provide for independent reviews and assessments of risk management practices across the Company.

The Board provides the highest level of risk management governance. The principal risk management functions of the Board are to oversee processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance with laws and regulations. The Board has designated an Audit Committee of outside directors to focus on oversight of management's establishment and maintenance of appropriate disclosure controls and procedures over financial reporting. See the "Financial Disclosures and Internal Controls" section of Management's Discussion and Analysis for additional information. The Board has also designated a Risk Committee of outside directors to focus on Regions' overall risk profile. The Risk Committee annually approves an Enterprise Risk Appetite Statement that reflects core business principles and strategic vision by including quantitative limits and qualitative statements that are organized by risk type. This statement is designed to be a high-level document that sets the tone for the Board's risk appetite, which is the maximum amount of risk the Company is willing to accept in pursuit of its business objectives. By establishing boundaries around risk taking and business decisions, and by incorporating the needs and goals of its stockholders, regulators, customers and other stakeholders, the Company's risk appetite is aligned with its strategic priorities and goals.

The Risk Management Group, led by the Company's Chief Risk Officer, ensures the consistent application of Regions' risk management approach within the structure of the Company's operating, capital and strategic plans. The primary activities of the Risk Management Group include:

- Interpreting internal and external signals that point to possible risk issues for the Company;
- Identifying risks and determining which Company areas and/or products will be affected;

- Ensuring there are mechanisms in place to specifically determine how risks will affect the Company as a whole and the individual area and or product;
- Assisting business groups in analyzing trends and ensuring Company areas have appropriate risk identification and mitigation processes in place; and
- Reviewing the limits, parameters, policies, and procedures in place to ensure the continued appropriateness of risk controls.

As part of its ongoing assessment process, the Risk Management Group makes recommendations to management and the Risk Committee of the Board regarding adjustments to these controls as conditions or risk tolerances change. In addition, the Internal Audit division provides an independent assessment of the Company's internal control structure and related systems and processes.

Management, with the assistance of the Risk Management Group, follows a formal process for identifying, measuring and documenting key risks facing each business group and determining how those risks can be controlled or mitigated, as well as how the controls can be monitored to ensure they are effective. The Risk Committee receives reports from management to ensure operations are within the limits established by the Enterprise Risk Appetite Statement.

Some of the more significant processes used by management to manage and control risks are described in the remainder of this report. External factors beyond management's control may result in losses despite the Risk Management Group's efforts.

### **MARKET RISK—INTEREST RATE RISK**

Regions' primary market risk is interest rate risk. This includes uncertainty with respect to absolute interest rate levels as well as relative interest rate levels, which are impacted by both the shape and the slope of the various yield curves that affect the financial products and services that the Company offers. To quantify this risk, Regions measures the change in its net interest income and other financing income in various interest rate scenarios compared to a base case scenario. Net interest income and other financing income sensitivity to market rate movements is a useful short-term indicator of Regions' interest rate risk.

*Sensitivity Measurement*—Financial simulation models are Regions' primary tools used to measure interest rate exposure. Using a wide range of sophisticated simulation techniques provides management with extensive information on the potential impact to net interest income and other financing income caused by changes in interest rates. Models are structured to simulate cash flows and accrual characteristics of Regions' balance sheet. Assumptions are made about the direction and volatility of interest rates, the slope of the yield curve, and the changing composition of the balance sheet that results from both strategic plans and from customer behavior. Among the assumptions are expectations of balance sheet growth and composition, the pricing and maturity characteristics of existing business and the characteristics of future business. Interest rate-related risks are expressly considered, such as pricing spreads, the pricing of deposit accounts, prepayments and other option risks. Regions considers these factors, as well as the degree of certainty or uncertainty surrounding their future behavior.

The primary objective of asset/liability management at Regions is to coordinate balance sheet composition with interest rate risk management to sustain reasonable and stable net interest income and other financing income throughout various interest rate cycles. In computing interest rate sensitivity for measurement, Regions compares a set of alternative interest rate scenarios to the results of a base case scenario derived using "market forward rates." The standard set of interest rate scenarios includes the traditional instantaneous parallel rate shifts of plus 100 and 200 basis points. Given low market rates by historical standards, the Company presents varying magnitudes of down rate shock scenarios based on historical yield curve minimums as explained in the following section. In addition to parallel curve shifts, multiple curve steepening and flattening scenarios are contemplated. Regions includes simulations of gradual interest rate movements phased in over a six-month period that may more realistically mimic the speed of potential interest rate movements.

*Exposure to Interest Rate Movements*—As of December 31, 2019, Regions was modestly asset sensitive to both gradual and instantaneous parallel yield curve shifts as compared to the base case for the measurement horizon ending December 2020. The estimated exposure associated with falling rate scenarios in the table below reflects the combined impacts of movements in short-term and long-term interest rates. The decline in short-term interest rates (such as the Fed Funds rate, the rate of Interest on Excess Reserves and 1 month LIBOR) will lead to a reduction of yield on assets and liabilities contractually tied to such rates. Deposit and other funding costs are currently low when compared to historical levels. Therefore, it is expected that declines in funding costs will only partially offset the decline in asset yields. A reduction in intermediate and long-term interest rates (such as intermediate to longer-term U.S. Treasuries, swap and mortgage rates) will drive yields lower on certain fixed rate, newly originated or renewed loans, reduce prospective yields on certain investment portfolio purchases, and increase amortization of premium expense on existing securities in the investment portfolio.

The table below summarizes Regions' positioning in various parallel yield curve shifts (i.e., including all yield curve tenors). The scenarios are inclusive of all interest rate risk hedging activities. Forward starting hedges that have been transacted are

contemplated to the extent they start within the measurement horizon. These forward starting hedging relationships, which primarily begin in early 2020, are being used to protect net interest income and other financing income as the macroeconomic cycle continues to evolve. Twelve-month horizon asset sensitivity levels declined throughout 2019 as forward starting hedges moved into the measurement window. Sensitivity levels are expected to continue to diminish in 2020 as additional forward starting hedges begin. More information regarding forward starting hedges is disclosed in Table 26 and its accompanying description.

**Table 25—Interest Rate Sensitivity**

	<b>Estimated Annual Change in Net Interest Income and Other Financing Income December 31, 2019<sup>(1)(2)</sup></b>
	<b>(In millions)</b>
<b>Gradual Change in Interest Rates</b>	
+ 200 basis points	\$ 76
+ 100 basis points	49
- 100 basis points (floored) <sup>(3)</sup>	(53)
- 200 basis points (floored)	(106)
<b>Instantaneous Change in Interest Rates</b>	
+ 200 basis points	54
+ 100 basis points	69
- 100 basis points (floored)	(105)
- 200 basis points (floored)	(173)

- (1) Disclosed interest rate sensitivity levels represent the 12 month forward looking net interest income and other financing income changes as compared to market forward rate cases and include expected balance sheet growth and remixing.
- (2) Forward starting cash flow hedges already transacted will reduce sensitivity levels through 2020 as they continue to move into the measurement horizon (see Table 27 for additional information regarding hedge start dates).
- (3) Estimates for a gradual parallel yield curve shift of minus 100 basis points, with long-term yield curve levels floored at approximately 1% as discussed below, inclusive of forward starting cash flow hedges already transacted, would be a decrease to 12 month net interest income and other financing income of less than one percent by year-end 2020.

As market interest rates have increased in recent years, larger magnitude falling rate shock scenarios have become possible, although the probability of such a movement is currently low. Regions has established scenarios by which yield curve tenors will fall to a consistent level. The shock magnitude for each tenor, when compared to market forward rates, equates to the lesser of the shock scenario amount, or a rate 35 basis points lower than the historical all-time minimum. For example, the 10 year Treasury yield is floored at approximately 1.0%. Use of this steepening scenario provides a sufficiently punitive rate environment, while maintaining a higher level of reasonableness. The falling rate scenarios in Table 25 above quantify the expected impact for both gradual and instantaneous shocks under this environment.

As discussed above, the interest rate sensitivity analysis presented in Table 25 is informed by a variety of assumptions and estimates regarding the progression of the balance sheet in both the baseline scenario as well as the scenarios of instantaneous and gradual shifts in the yield curve. Though there are many assumptions which affect the estimates for net interest income and other financing income, those pertaining to deposit pricing, deposit mix and overall balance sheet composition are particularly impactful. Given the uncertainties associated with the prolonged period of low interest rates, management evaluates the impact to its sensitivity analysis of these key assumptions. Sensitivity calculations are hypothetical and should not be considered to be predictive of future results.

The Company's baseline balance sheet assumptions include moderate loan and deposit growth reflecting management's best estimate. The behavior of deposits in response to changes in interest rate levels is largely informed by analyses of prior rate cycles, but with suitable adjustments based on management's expectations in the current rate environment. In the -100 basis point gradual interest rate change scenario in Table 25, the interest-bearing deposit re-pricing sensitivity over the 12 month horizon is expected to be approximately 30 percent of changes in short-term market rates (e.g., Fed Funds). A 5 percentage point lower sensitivity than the baseline assumption would decrease 12 month net interest income and other financing income in the gradual -100 basis points scenario by approximately \$23 million when compared to the unadjusted scenario. While the estimates should be used as a guide, differences may result driven by the pace of rate changes, and other market and competitive factors.

In rising rate scenarios only, management assumes that the mix of deposits will change versus the baseline balance sheet growth assumptions as informed by analyses of prior rate cycles. Management assumes that in rising rate scenarios, some shift from non-interest bearing to interest-bearing products will occur. The magnitude of the shift is rate dependent and equates to approximately \$1.5 billion over 12 months in the gradual +100 basis point scenario in Table 25. In the event this shift increased

by an additional \$1.5 billion over 12 months, the result would be a reduction of 12 month net interest income and other financing income in the gradual +100 basis points scenario by approximately \$10 million.

Interest rate movements may also have an impact on the value of Regions' securities portfolio, which can directly impact the carrying value of stockholders' equity. Regions from time to time may hedge these price movements with derivatives (as discussed below).

*Derivatives*—Regions uses financial derivative instruments for management of interest rate sensitivity. ALCO, which consists of members of Regions' senior management team, in its oversight role for the management of interest rate sensitivity, approves the use of derivatives in balance sheet hedging strategies. Derivatives are also used to offset the risks associated with customer derivatives, which include interest rate, credit and foreign exchange risks. The most common derivatives Regions employs are forward rate contracts, Eurodollar futures contracts, interest rate swaps, options on interest rate swaps, interest rate caps and floors, and forward sale commitments.

Forward rate contracts are commitments to buy or sell financial instruments at a future date at a specified price or yield. A Eurodollar futures contract is a future on a Eurodollar deposit. Eurodollar futures contracts subject Regions to market risk associated with changes in interest rates. Because futures contracts are cash settled daily, there is minimal credit risk associated with Eurodollar futures. Interest rate swaps are contractual agreements typically entered into to exchange fixed for variable (or vice versa) streams of interest payments. The notional principal is not exchanged but is used as a reference for the size of interest settlements. Interest rate options are contracts that allow the buyer to purchase or sell a financial instrument at a predetermined price and time. Forward sale commitments are contractual obligations to sell market instruments at a future date for an already agreed-upon price. Foreign currency contracts involve the exchange of one currency for another on a specified date and at a specified rate. These contracts are executed on behalf of the Company's customers and are used by customers to manage fluctuations in foreign exchange rates. The Company is subject to the credit risk that another party will fail to perform.

Regions has made use of interest rate swaps and floors in balance sheet hedging strategies to effectively convert a portion of its fixed-rate funding position and available for sale securities portfolios to a variable-rate position and to effectively convert a portion of its variable-rate loan portfolios to fixed-rate. Regions also uses derivatives to economically manage interest rate and pricing risk associated with its mortgage origination business. In the period of time that elapses between the origination and sale of mortgage loans, changes in interest rates have the potential to cause a decline in the value of the loans in this held-for-sale portfolio. Futures contracts and forward sale commitments are used to protect the value of the loan pipeline and loans held for sale from changes in interest rates and pricing.

The following table presents additional information about hedging interest rate derivatives used by Regions to manage interest rate risk:

**Table 26—Hedging Derivatives by Interest Rate Risk Management Strategy**

	December 31, 2019				
	Notional Amount	Maturity (Years)	Weighted-Average		
			Receive Rate (1)	Pay Rate (1)	Strike Price (1)
(Dollars in millions)					
Derivatives in fair value hedging relationships:					
Receive fixed/pay variable swaps	\$ 2,900	2.5	2.2%	1.8%	—%
Derivatives in cash flow hedging relationships:					
Receive fixed/pay variable swaps	17,250	5.3	1.9	1.7	—
Interest rate floors	6,750	4.8	—	—	2.1
Total derivatives designated as hedging instruments	\$ 26,900	\$ 4.8	1.9%	1.7%	2.1%

(1) Variable rate indexes on swap and floor contracts reference a combination of short-term LIBOR benchmarks, primarily 1 month LIBOR.

As of December 31, 2019, \$11.8 billion notional of the cash flow hedging relationships designated above in Table 26 are forward starting. During the fourth quarter of 2019, the Company executed \$4.5 billion notional of forward starting cash flow swaps with the intent to protect long-term rate exposure on 2020 loan originations. The total receive rates on the \$4.5 billion notional of forward starting swaps executed in the fourth quarter of 2019 and the \$7.3 billion notional of forward starting swaps executed prior to the fourth quarter of 2019, were 1.4 percent and 2.4 percent, respectively. Forward starting swaps have maturities of approximately five years after their respective start dates.

As of December 31, 2019, of the interest rate floors designated in the table above, \$750 million notional went into effect during 2019 and \$6 billion notional were forward starting. Forward starting floors have maturities of approximately five years after their respective start dates.

The following table presents cash flow hedge notional amounts with start dates prior to the year-end periods shown through 2026. All cash flow hedge notional amounts mature prior to the end of 2027.

**Table 27—Schedule of Notional for Cash Flow Hedging Derivatives**

	Notional Amount							
	Years Ended							
	2019 <sup>(1)</sup>	2020 <sup>(1)(2)</sup>	2021	2022	2023	2024	2025	2026
	(In millions)							
Receive fixed/pay variable swaps (short-term) \$	5,500	\$ 12,000	\$ 12,750	\$ 12,750	\$ 10,450	\$ 9,450	\$ 3,750	\$ 1,250
Receive fixed/pay variable swaps (long-term) <sup>(3)</sup>	—	4,500	4,500	4,500	4,500	4,500	—	—
Interest rate floors	750	6,500	6,750	6,750	6,750	4,000	250	—
Cash flow hedges	\$ 6,250	\$ 23,000	\$ 24,000	\$ 24,000	\$ 21,700	\$ 17,950	\$ 4,000	\$ 1,250

- (1) As forward starting cash flow hedges are transacted within the 12 month measurement horizon, they will reduce 12 month net interest income and other financing income sensitivity levels as disclosed in Table 25.
- (2) Start dates for \$6.5 billion of the \$16.5 billion notional of the cash flow swaps and \$4.0 billion of the \$6.5 billion notional of the interest rate floors are in the first quarter of 2020.
- (3) Hedges protecting long-term rate exposure are designed to be unwound prior to the respective start dates, subject to market conditions.

Subsequent to December 31, 2019, the Company executed net terminations of \$1.25 billion of the \$4.5 billion notional value cash flow hedging relationships.

Regions manages the credit risk of these instruments in much the same way as it manages credit risk of the loan portfolios by establishing credit limits for each counterparty and through collateral agreements for dealer transactions. For non-dealer transactions, the need for collateral is evaluated on an individual transaction basis and is primarily dependent on the financial strength of the counterparty. Credit risk is also reduced significantly by entering into legally enforceable master netting agreements. When there is more than one transaction with a counterparty and there is a legally enforceable master netting agreement in place, the exposure represents the net of the gain and loss positions with and collateral received from and/or posted to that counterparty. All hedging interest rate swap derivatives traded by Regions are subject to mandatory clearing. The counterparty risk for cleared trades effectively moves from the executing broker to the clearinghouse allowing Regions to benefit from the risk mitigation controls in place at the respective clearinghouse. The “Credit Risk” section in this report contains more information on the management of credit risk.

Regions also uses derivatives to meet the needs of its customers. Interest rate swaps, interest rate options and foreign exchange forwards are the most common derivatives sold to customers. Other derivative instruments with similar characteristics are used to hedge market risk and minimize volatility associated with this portfolio. Instruments used to service customers are held in the trading account, with changes in value recorded in the consolidated statements of income.

The primary objective of Regions’ hedging strategies is to mitigate the impact of interest rate changes, from an economic perspective, on net interest income and other financing income and the net present value of its balance sheet. The overall effectiveness of these hedging strategies is subject to market conditions, the quality of Regions’ execution, the accuracy of its valuation assumptions, counterparty credit risk and changes in interest rates. See Note 21 “Derivative Financial Instruments and Hedging Activities” to the consolidated financial statements for a tabular summary of Regions’ year-end derivatives positions and further discussion.

Regions accounts for residential MSRs at fair market value with any changes to fair value being recorded within mortgage income. Regions enters into derivative transactions to economically mitigate the impact of market value fluctuations related to residential MSRs. Derivative instruments entered into in the future could be materially different from the current risk profile of Regions’ current portfolio.

*LIBOR Transition* - In 2017, the Financial Conduct Authority, which regulates LIBOR, announced that by the end of 2021 panel banks will no longer be required to submit estimates that are used to construct LIBOR, confirming that the continuation of LIBOR will not be guaranteed beyond that date. Regions holds instruments that may be impacted by the likely discontinuance of LIBOR, including loans, investments, hedging products, floating-rate obligations and other financial instruments that use LIBOR as a benchmark rate. The Company cannot currently predict the full impact of the LIBOR discontinuation on net interest income and other financing income or the related processes. However, Regions is coordinating with regulators and industry groups to identify appropriate alternative rates for contracts expiring after 2021, as well as preparing for this transition as it relates to both new and existing exposures. The Company has established a LIBOR Transition Program, which includes dedicated leadership and staff with all relevant business lines and support groups engaged. A LIBOR impact risk assessment has been performed, which

identified the associated risks across products, systems, models, and processes. Plans to mitigate risks associated with the transition are being overseen by Regions' LIBOR Steering Committee as part of the LIBOR Transition Program. Continuing activities of the LIBOR Transition Program include facilitating the transition of all financial and strategic processes, systems and models; performing assessments of the transition impact to contracts and products; evaluating necessary operational and infrastructure enhancements upon implementation of alternative benchmark rates; and coordinating communications with customers.

#### **MARKET RISK—PREPAYMENT RISK**

Regions, like most financial institutions, is subject to changing prepayment speeds on mortgage-related assets under different interest rate environments. Prepayment risk is a significant risk to earnings and specifically to net interest income and other financing income. For example, mortgage loans and other financial assets may be prepaid by a debtor, so that the debtor may refinance its obligations at lower rates. As loans and other financial assets prepay in a falling rate environment, Regions must reinvest these funds in lower-yielding assets. Prepayments of assets carrying higher rates reduce Regions' interest income and overall asset yields. Conversely, in a rising rate environment, these assets will prepay at a slower rate, resulting in opportunity cost by not having the cash flow to reinvest at higher rates. Prepayment risk can also impact the value of securities and the carrying value of equity. Regions' greatest exposures to prepayment risks primarily rest in its mortgage-backed securities portfolio, the mortgage fixed-rate loan portfolio and the residential MSR, all of which tend to be sensitive to interest rate movements. Each of these assets is also exposed to prepayment risk due to factors which are not necessarily the result of interest rates, but rather due to changes in policies or programs related, either directly or indirectly, to the U.S. Government's governance over certain lending and financing within the mortgage market. Such policies can work to either encourage or discourage financing dynamics and represent a risk that is extremely difficult to forecast and may be the result of non-economic factors. The Company attempts to monitor and manage such exposures within reasonable expectations while acknowledging all such risks cannot be foreseen or avoided. Further, Regions has prepayment risk that would be reflected in non-interest income in the form of servicing income on the residential MSR. Regions actively monitors prepayment exposure as part of its overall net interest income and other financing income forecasting and interest rate risk management.

#### **LIQUIDITY**

Liquidity is an important factor in the financial condition of Regions and affects Regions' ability to meet the borrowing needs and deposit withdrawal requirements of its customers.

Regions intends to fund its obligations primarily through cash generated from normal operations. Regions also has obligations related to potential litigation contingencies. See Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for additional discussion of the Company's funding requirements.

Assets, consisting principally of loans and securities, are funded by customer deposits, borrowed funds and stockholders' equity. Regions' goal in liquidity management is to satisfy the cash flow requirements of depositors and borrowers, while at the same time meeting the Company's cash flow needs in normal and stressed conditions. Having and using various sources of liquidity to satisfy the Company's funding requirements is important.

In order to ensure an appropriate level of liquidity is maintained, Regions performs specific procedures including scenario analyses and stress testing at the bank, holding company, and affiliate levels. Regions' liquidity policy requires the holding company to maintain cash sufficient to cover the greater of (1) 18 months of debt service and other cash needs or (2) a minimum cash balance of \$500 million. Cash and cash equivalents at the holding company totaled \$1.9 billion at December 31, 2019. Compliance with the holding company cash requirements is reported to the Risk Committee of the Board on a quarterly basis. Regions also has minimum liquidity requirements for the Bank and subsidiaries. These minimum requirements are informed by internal stress testing measures which are reflective of Regions' portfolio and business mix. The Bank's funding and contingency planning does not currently assume any reliance on short-term unsecured sources. Risk limits are established by the Board through its Risk Appetite Statement and Liquidity Policy. The Company's Board, LROC and ALCO regularly review compliance with the established limits.

The securities portfolio is one of Regions' primary sources of liquidity. Proceeds from maturities and principal and interest payments of securities provide a constant flow of funds available for cash needs (see Note 4 "Debt Securities" to the consolidated financial statements). The agency guaranteed mortgage-backed securities portfolio is another source of liquidity in various secured borrowing capacities.

Maturities in the loan portfolio also provide a steady flow of funds. Regions' liquidity is further enhanced by its relatively stable customer deposit base. Liquidity needs can also be met by borrowing funds in state and national money markets, although Regions does not assume reliance on short-term unsecured sources of funding.

The balance with the FRB is the primary component of the balance sheet line item, "interest-bearing deposits in other banks." At December 31, 2019, Regions had approximately \$2.5 billion in cash on deposit with the FRB, an increase from approximately \$1.5 billion at December 31, 2018. The average balance held with the FRB was approximately \$666 million and \$1.3 billion during 2019 and 2018, respectively. Refer to the "Cash and Cash Equivalents" section for more information.

Regions' borrowing availability with the FRB as of December 31, 2019, based on assets pledged as collateral on that date, was \$16.9 billion.

Regions' financing arrangement with the FHLB adds additional flexibility in managing the Company's liquidity position. As of December 31, 2019, Regions' outstanding balance of FHLB borrowings was \$4.6 billion and its total borrowing capacity from the FHLB totaled approximately \$17.5 billion. FHLB borrowing capacity is contingent on the amount of collateral pledged to the FHLB. Regions Bank pledged certain securities, commercial and real estate mortgage loans, residential first mortgage loans on one-to-four family dwellings and home equity lines of credit as collateral for the outstanding FHLB advances. Additionally, investment in FHLB stock is required in relation to the level of outstanding borrowings. Refer to Note 8 "Other Earning Assets" to the consolidated financial statements for additional information. The FHLB has been and is expected to continue to be a reliable and economical source of funding.

Regions maintains a shelf registration statement with the SEC that can be utilized by Regions to issue various debt and/or equity securities. Additionally, Regions' Board has authorized Regions Bank to issue up to \$10 billion in aggregate principal amount of bank notes outstanding at any one time. Refer to Note 12 "Borrowings" to the consolidated financial statements for additional information.

Regions may, from time to time, consider opportunistically retiring outstanding issued securities, including subordinated debt in privately negotiated or open market transactions for cash or common shares. Regulatory approval would be required for retirement of some instruments.

**Table 28—Contractual Obligations**

Regions' contractual obligations and expected payment dates are presented in the following table:

	Payments Due By Period <sup>(1)</sup>						Total
	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years	Indeterminable Maturity		
	(In millions)						
Deposits <sup>(2)</sup>	\$ 5,079	\$ 2,010	\$ 451	\$ 10	\$ 89,925	\$ 97,475	
Short-term borrowings	2,050	—	—	—	—	2,050	
Long-term borrowings	1,778	4,014	1,135	952	—	7,879	
Lease obligations <sup>(3)</sup>	114	184	139	254	—	691	
Purchase obligations	25	49	31	—	—	105	
Benefit obligations <sup>(4)</sup>	13	62	27	66	—	168	
Commitments to fund low income housing partnerships <sup>(5)</sup>	635	—	—	—	—	635	
Unrecognized tax benefits <sup>(6)</sup>	—	—	—	—	38	38	
	<u>\$ 9,694</u>	<u>\$ 6,319</u>	<u>\$ 1,783</u>	<u>\$ 1,282</u>	<u>\$ 89,963</u>	<u>\$ 109,041</u>	

- (1) See Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for the Company's commercial commitments at December 31, 2019.
- (2) Deposits with indeterminable maturity include non-interest bearing demand, savings, interest-bearing transaction accounts and money market accounts.
- (3) Includes month-to-month and finance leases that are not included in Note 14 "Leases" to the consolidated financial statements.
- (4) Amounts only include obligations related to the unfunded non-qualified pension plan and postretirement health care plan.
- (5) Commitments to fund low income housing partnerships includes commitments to make future investments, short-term construction loans and letters of credit, as well as the funded portions of these loans and letters of credit. All of these items are short-term in nature and the



majority do not have defined maturity dates. Therefore, they have all been considered due on demand, maturing one year or less. See Note 2 "Variable Interest Entities" to the consolidated financial statements for additional information.

- (6) Includes liabilities for unrecognized tax benefits of \$37 million and tax-related interest and penalties of \$1 million. See Note 20 "Income Taxes" to the consolidated financial statements.

### **CREDIT RISK**

Regions' objective regarding credit risk is to maintain a credit portfolio that provides for stable credit costs with acceptable volatility through an economic cycle. Regions has various processes to manage credit risk as described below. In order to assess the risk profile of the loan portfolio, Regions considers risk factors within the loan portfolio segments and classes, the current U.S. economic environment and that of its primary banking markets, as well as counterparty risk. See the "Portfolio Characteristics" section found earlier in this report for further information regarding the risk characteristics of each loan type. See further discussion of the current U.S. economic environment and counterparty risk below.

## Management Process

Credit risk is managed by maintaining a sound credit risk culture, throughout all lines of defense, which ensures that the levels and types of risk taken are aligned with Regions' credit risk appetite. The credit quality of borrowers and counterparties has a significant impact on Regions' earnings; however, the nature of the risk differs by each of the defined businesses which engage in multiple forms of commercial, investor real estate and consumer lending. Regions categorizes the credit risks it faces by asset quality, counterparty exposure, and diversification levels which provides a structure to assess credit risk and guides credit decision-making. Credit policies, another key component of Regions' culture, are designed and adjusted, as needed, to promote sound credit risk management. These policies guide lending activities in a manner consistent with Regions' strategy and provide a framework for achieving asset quality and earnings objectives.

Effective credit risk management requires coordinated identification, measurement, mitigation, monitoring and reporting of credit risk exposure, credit quality, and emerging risk trends. Accordingly, Regions has implemented a credit risk governance structure that provides oversight from the Board to the organizational units in order to maintain open channels of communication.

Occasionally, borrowers and counterparties do not fulfill their obligations and Regions must take steps to mitigate and manage losses. Teams are in place to appropriately identify and manage nonperforming loans, collections, loan modifications, and loss mitigation efforts. Regions maintains an allowance for credit losses that management considers adequate to absorb losses inherent in the portfolio.

For a discussion of the process and methodology used to calculate the allowance for credit losses refer to the "Critical Accounting Estimates and Related Policies" section found earlier in this report, and Note 1 "Summary of Significant Accounting Policies" and Note 6 "Allowance for Credit Losses" to the consolidated financial statements. Details regarding the allowance for credit losses, including an analysis of activity from the previous year's total, are included in Table 15 "Allowance for Credit Losses." Also, refer to Table 16 "Allocation of the Allowance for Loan Losses" for details pertaining to management's allocation of the allowance for loan losses to each loan category.

Responsibility and accountability for effectively managing all risks, including credit risk, in the various business units lies with the first line of defense. Risk Management, in the second line of defense, oversees, assesses and effectively challenges the risk-taking activities of the first line of defense. Finally, Credit Risk Review provides ongoing oversight, as a third line of defense function, of the credit portfolios to ensure Regions' activities, and controls, are appropriate for the size, complexity and risk profile of the Company.

## Economic Environment in Regions' Banking Markets

One of the primary factors influencing the credit performance of Regions' loan portfolio is the overall economic environment in the U.S. and the primary markets in which it operates. Regions forecasts real GDP growth of approximately 2.0 percent in 2020, with consumer spending and government spending the main drivers with some support from residential construction.

Household balance sheets continue to improve, with sustained house price appreciation augmenting increases in equity prices to fuel rising household net worth. Though the level of household debt has continued to climb, the rate of growth of household debt remains below the average growth rates seen over past cycles. Moreover, household debt-to-income ratios remain significantly lower than was the case prior to the 2007-2009 recession, and continued low interest rates have left monthly household debt service burdens hovering near historical lows. Further improvement in labor market conditions in 2020 will sustain faster wage growth, which in turn will sustain growth in disposable personal income. Wage growth has increased across all industry groups and for workers of all skill levels. Healthy labor market conditions are sustaining elevated consumer confidence. For these reasons, Regions expects consumer spending will remain the primary driver of economic growth in 2020.

Residential fixed investment made a modest positive contribution to real GDP growth over the second half of 2019, ending a multi-year period in which residential fixed investment was a persistent drag on top-line growth, aided by materially lower mortgage interest rates. Still, Regions' view remains that supply side constraints continue to limit both new single family construction and sales of new and existing single family homes. Thus, while single family housing starts and new single family home sales are expected to rise further in 2020, ongoing supply side constraints result in the magnitude of these increases being smaller than would otherwise have been the case. Nonetheless, we anticipate residential fixed investment making a positive contribution to top-line real GDP growth for 2020 as a whole.

Business investment spending softened over the course of 2019. Weaker global economic growth, lingering uncertainty over the course of trade policy, and weakening business sentiment posed stiff headwinds for business investment spending. This was part of the malaise in the broader manufacturing sector that manifested in the ISM Manufacturing Index dipping below the 50.0 percent break between contraction and expansion and a string of declines in manufacturing output as measured in the data on industrial production. As 2019 wound to a close, however, there were signs that the headwinds confronting the manufacturing sector were abating. Global economic growth was stabilizing, and progress had been made on the trade front, both encouraging signs. On the whole, then, while it is unlikely that 2020 will see robust growth in business investment spending, neither is business investment spending likely to extend the contraction seen over the second half of 2019.

As measured by the PCE Deflator, the FOMC's preferred gauge of inflation, both headline and core inflation decelerated

in 2019. One factor behind the deceleration in core inflation is that consumers ended up bearing little of the burden of tariffs imposed on goods imported into the U.S. With the U.S. and China having agreed to a “Round 1” trade deal, tariffs pose less of an inflationary threat in 2020. It is expected that services prices will rise at a faster pace in 2020, as service providers generally have greater latitude to pass along faster growth in labor costs to consumers in the form of higher prices. Even so, Regions' baseline forecast does not have core PCE inflation pushing above the FOMC's 2.0 percent target rate until the fourth quarter of 2020, and even if that does happen sooner, FOMC members have strongly suggested that they are willing to tolerate inflation running ahead of their target rate for an extended period. As such, inflation is unlikely to be a major concern for the FOMC in 2020.

Inflation pressures have remained somewhat muted, which has given the FOMC the latitude to pause from the string of rate cuts delivered in 2019. Though delivering the third 25-basis point Fed funds rate cut of 2019 at their October meeting, the FOMC also signaled that no further cuts were expected as long as economic growth and inflation evolve as they anticipate, signaling modest growth with inflation pressures remaining muted. Market participants are comfortable with this shift. The “dot plot” released in conjunction with the December 2019 FOMC meeting implies no further Fed funds rate cuts in 2020. Still, with the risks to the growth outlook remaining tilted to the downside, it is reasonable to assume the FOMC's next move will be a rate cut rather than a rate hike. The bar for any changes in the Fed funds rate is set high, but the bar for a rate hike is set considerably higher than is the bar for a rate cut.

For the Regions footprint as a whole, rates of job, income, and overall economic growth have been and are expected to remain broadly consistent with those seen nationally. There are, however, differences in rates of growth among the individual states and metropolitan areas across the footprint. Those markets which are larger and more economically diverse and boast more favorable demographic trends have been and are expected to remain among the better performing markets within Regions' footprint. Job growth remained solid and notably broad based across major industry groups in 2019. Still, while manufacturing and agriculture stand to benefit from the easing of trade tensions, they also are at risk should trade tensions again escalate in 2020. On balance, however, continued job growth is expected to keep downward pressure on unemployment rates across the footprint in 2020.

In summation, real GDP growth is expected to be around 2.0 percent in 2020, with consumer spending and government spending the main drivers of growth, with support from residential fixed investment, while business investment remains a soft spot. Global economic growth is expected to stabilize, if not firm slightly, in 2020 which, along with the recent easing of trade tensions, should allow for at least modest growth in U.S. exports. With stable growth and muted inflation pressures, the FOMC is expected to remain on hold through 2020. There remains room for trade disputes to escalate in 2020, which poses a downside risk to Regions' baseline outlook. While uncertainty over the outcome of the 2020 elections could weigh on economic decisions, any such election-related uncertainty would likely be more impactful over the latter part of 2020. The Company also can anticipate downside risks stemming from the high degree of leverage on corporate balance sheets, though this poses a more pronounced risk to the outlook in 2021 than in 2020. Upside risks include elevated consumer confidence and solid growth in disposable income leading to faster growth in consumer spending than the baseline forecast anticipates, and the possibility that productivity growth accelerates to a greater extent than anticipated, thus facilitating a faster pace of real GDP growth despite more pressing labor supply constraints.

### **Counterparty Risk**

Counterparty risk is the risk that the counterparty to a transaction or contract could be unable or unwilling to fulfill its contractual or legal obligations. Exposure may be to a financial institution (such as a commercial bank, an insurance company, a broker dealer, etc.) or a corporate client.

Regions has a centralized approach to approval, management, and monitoring of counterparty exposure. The Counterparty Risk Management Group is responsible for the independent credit risk management of financial institution counterparties and their affiliates. Market Risk Management is responsible for the measurement and stress testing of counterparty exposures. The Corporate and Commercial Credit groups are responsible for the independent credit risk management of client side counterparties.

Financial institution exposure may result from a variety of transaction types generated in one or more departments of the Company. Aggregate exposure limits are established to manage the exposure generated by various areas of the Company. Counterparty client credit risk arises when Regions sells a risk management product to hedge risks in the client's business. Exposures to counterparties are aggregated across departments and regularly reported to senior management.

## **INFORMATION SECURITY RISK**

Regions faces a variety of operational risks, including information security risks. Information security risks, such as evolving and adaptive cyber attacks that are conducted regularly against Regions and other large financial institutions to compromise or disable information systems, have generally increased in recent years. This trend is expected to continue for a number of reasons, including the proliferation of new technologies, including technology-based products and services used by us and our customers, the increasing use of mobile devices and cloud technologies, the ability to conduct more financial transactions online, and the increasing sophistication and activities of organized crime, hackers, terrorists, nation-states, activists and other external parties or fraud on the part of employees.

Regions devotes significant financial and non-financial resources to identify and mitigate threats to the confidentiality, availability and integrity of its information systems. Regions regularly assesses the threats and vulnerabilities to its environment so it can update and maintain its systems and controls to effectively mitigate these risks. Layered security controls are designed to complement each other to protect customer information and transactions. Regions regularly tests its control environment utilizing practices such as penetration testing and more targeted assessments to ensure its controls are working as expected. Regions will continue to commit the resources necessary to mitigate these growing cyber risks, as well as continue to develop and enhance controls, processes and technology to respond to evolving disruptive technology and to protect its systems from attacks or unauthorized access. In addition, Regions maintains a strong commitment to a comprehensive risk management program that includes due diligence and oversight of third-party relationships with vendors.

Regions' system of internal controls also incorporates an organization-wide protocol for the appropriate reporting and escalation of information security matters to management and the Board, to ensure effective and efficient resolution and, if necessary, disclosure of any matters. The Board is actively engaged in the oversight of Regions' continuous efforts to reinforce and enhance its operational resilience and receives education to ensure that their oversight efforts accommodate for the ever-evolving information security threat landscape. The Board monitors Regions' information management risk policies and practices primarily through its Risk Committee, which oversees areas of operational risk such as information technology activities; risks associated with development, infrastructure, and cybersecurity; approval and oversight of internal and third-party information security risk assessments, strategies, policies and programs; and disaster recovery, business continuity, and incident response plans. Additionally, the Board's Audit Committee regularly reviews Regions' cybersecurity practices, mainly by receiving reports on the cybersecurity management program prepared by the Chief Information Security Officer, risk management, and Internal Audit. The Board annually reviews the information security program and, through its various committees, is briefed at least quarterly on information security matters.

Regions participates in information sharing organizations such as FS-ISAC, to gather and share information with peer banks and other financial institutions to better prepare and protect its information systems from attack. FS-ISAC is a nonprofit organization whose objective is to protect the financial services sector against cyber and physical threats and risk. It acts as a trusted third party that provides anonymity to allow members to submit threat, vulnerability and incident information in a non-attributable and trusted manner so information that would normally not be shared is instead made available to other members for the greater good of the membership. In addition to FS-ISAC, Regions is a member of BITS. BITS serves the financial community and its members by providing industry best practices on a variety of security and fraud topics.

Regions has contracts with vendors to provide denial of service mitigation. These vendors have also committed the necessary resources to support Regions in the event of a cyber event. Even though Regions devotes significant resources to combat cyber security risks, there is no guarantee that these measures will provide absolute security. As an additional security measure, Regions has engaged a computer forensics firm and an industry-leading consulting firm on retainer in case of a cyber event. Regions has also developed and maintains robust business continuity and disaster recovery plans that it could implement in the event of a cyber event so as to mitigate the effects of any such event and minimize necessary recovery time. Some of Regions' financial risk exposure with respect to data breaches may be offset by applicable insurance.

Even if Regions successfully prevents cyber attacks to its own network, the Company may still incur losses that result from customers' account information being obtained through breaches of retailers' networks where customers have transacted business. The fraud losses, as well as the costs of investigations and re-issuing new customer cards, may impact Regions' financial results. In addition, Regions also relies on some vendors to provide certain components of its business infrastructure, and although Regions actively assesses and monitors the information security capabilities of these vendors, Regions' reliance on them may also increase exposure to information security risk.

In the event of a cyber-attack or other data breach, Regions may be required to incur significant expenses, including with respect to remediation costs, costs of implementing additional preventative measures, addressing any reputational harm and addressing any related regulatory inquiries or civil litigation arising from the event.

## **FINANCIAL DISCLOSURE AND INTERNAL CONTROLS**

Regions maintains internal controls over financial reporting, which generally include those controls relating to the preparation of the consolidated financial statements in conformity with GAAP. Regions' process for evaluating internal controls over financial reporting starts with understanding the risks facing each of its functions and areas, how those risks are controlled or mitigated, and how management monitors those controls to ensure that they are in place and effective. These risks, control procedures and monitoring tools are documented in a standard format. This format not only documents the internal control structures over all significant accounts, but also places responsibility on management for establishing feedback mechanisms to ensure that controls are effective.

Regions also has processes to ensure appropriate disclosure controls and procedures are maintained. These controls and procedures as defined by the SEC are generally designed to ensure that financial and non-financial information required to be

disclosed in reports filed with the SEC is reported within the time periods specified in the SEC's rules and forms, and that such information is communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Regions' Disclosure Review Committee, which includes representatives from the legal, tax, finance, risk management, accounting, investor relations, and treasury departments, meets quarterly to review recent internal and external events to determine whether all appropriate disclosures have been made in reports filed with the SEC. In addition, the CEO and CFO meet quarterly with the SEC Filings Review Committee, which includes senior representatives from accounting, legal, risk management, treasury, and the business groups. The SEC Filings Review Committee provides a forum in which senior executives disclose to the CEO and CFO any known significant deficiencies or material weaknesses in Regions' internal controls over financial reporting, and provide reasonable assurance that the financial statements and other contents of the Company's Form 10-K and 10-Q filings are accurate, complete and timely. As part of this process, certifications of internal control effectiveness are obtained from Regions' associates who are responsible for maintaining and monitoring effective internal controls over financial reporting. These certifications are reviewed and presented to the CEO and CFO as support of the Company's assessment of internal controls over financial reporting. The Form 10-K is presented to the Audit Committee of the Board of Directors for approval, and the Forms 10-Q are reviewed by the Audit Committee. Financial results and other financial information are also reviewed with the Audit Committee on a quarterly basis.

As required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, the CEO and the CFO review and make certifications regarding the accuracy of Regions' periodic public reports filed with the SEC, as well as the effectiveness of disclosure controls and procedures and internal controls over financial reporting. With the assistance of the financial review committees noted in the previous paragraph, Regions continually assesses and monitors disclosure controls and procedures and internal controls over financial reporting, and makes refinements as necessary.

#### **COMPARISON OF 2018 WITH 2017—CONTINUING OPERATIONS**

Refer to the "2018 Results" and "Operating Results" sections of Management's Discussion and Analysis of the Annual Report on Form 10-K for the year ended December 31, 2018, for comparisons of 2018 with 2017.

**Table 29—Quarterly Results of Operations**

	2019				2018			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
(In millions, except per share data)								
Total interest income, including other financing income	\$ 1,108	\$ 1,160	\$ 1,188	\$ 1,183	\$ 1,158	\$ 1,112	\$ 1,076	\$ 1,047
Total interest expense and depreciation expense on operating lease assets	190	223	246	235	200	170	150	138
Net interest income and other financing income	918	937	942	948	958	942	926	909
Provision (credit) for loan losses	96	108	92	91	95	84	60	(10)
Net interest income and other financing income after provision (credit) for loan losses	822	829	850	857	863	858	866	919
Total non-interest income, excluding securities gains (losses), net	564	558	513	509	481	519	511	507
Securities gains (losses), net	(2)	—	(19)	(7)	—	—	1	—
Total non-interest expense	897	871	861	860	853	922	911	884
Income from continuing operations before income taxes	487	516	483	499	491	455	467	542
Income tax expense	98	107	93	105	85	85	89	128
Income from continuing operations	389	409	390	394	406	370	378	414
Discontinued operations:								
Income (loss) from discontinued operations before income taxes	—	—	—	—	—	274	(3)	—
Income tax expense (benefit)	—	—	—	—	—	80	—	—
Income (loss) from discontinued operations, net of tax	—	—	—	—	—	194	(3)	—
Net income	\$ 389	\$ 409	\$ 390	\$ 394	\$ 406	\$ 564	\$ 375	\$ 414
Net income from continuing operations available to common shareholders	\$ 366	\$ 385	\$ 374	\$ 378	\$ 390	\$ 354	\$ 362	\$ 398
Net income available to common shareholders	\$ 366	\$ 385	\$ 374	\$ 378	\$ 390	\$ 548	\$ 359	\$ 398
Earnings per common share from continuing operations: <sup>(1)</sup>								
Basic	\$ 0.38	\$ 0.39	\$ 0.37	\$ 0.37	\$ 0.38	\$ 0.33	\$ 0.32	\$ 0.35
Diluted	0.38	0.39	0.37	0.37	0.37	0.32	0.32	0.35
Earnings per common share: <sup>(1)</sup>								
Basic	\$ 0.38	\$ 0.39	\$ 0.37	\$ 0.37	\$ 0.38	\$ 0.50	\$ 0.32	\$ 0.35
Diluted	0.38	0.39	0.37	0.37	0.37	0.50	0.32	0.35

(1) Quarterly amounts may not add to year-to-date amounts due to rounding.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Regions Financial Corporation

### Opinion on Internal Control over Financial Reporting

We have audited Regions Financial Corporation and subsidiaries' internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Regions Financial Corporation and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Regions Financial Corporation and subsidiaries as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes of the Company and our report dated February 21, 2020 expressed an unqualified opinion thereon.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

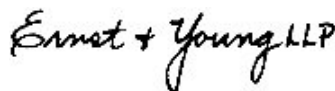
We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Birmingham, Alabama

February 21, 2020



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Regions Financial Corporation

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Regions Financial Corporation and subsidiaries (the Company) as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 21, 2020 expressed an unqualified opinion thereon.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical audit matter**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

**Allowance for loan losses**

*Description of the Matter*

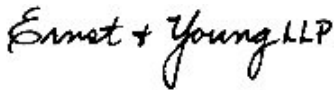
The Company's loan portfolio totaled \$83.0 billion as of December 31, 2019, and the associated allowance for loan losses (ALL) was \$869 million. As discussed in Notes 1 and 6 to the consolidated financial statements, the ALL is established to absorb probable credit losses inherent in the Company's loan portfolio. Management's estimate for the probable credit losses is established through quantitative, as well as qualitative, factors. The Company attributes portions of the allowance to loans that it evaluates individually and determines to be impaired and to groups of loans that it evaluates collectively. For non-accrual commercial and investor real estate loans equal to or greater than \$2.5 million, the allowance for loan losses is based on the present value of estimated cash flows, estimates of collateral value, or observable market prices. For accruing commercial and investor real estate loans and non-accruing commercial and investor real estate loans less than \$2.5 million, as well as for consumer loans, the allowance for loan losses is estimated based on historical default and/or loss information for pools of loans with similar risk characteristics and product types. The Company's methodology for determining the appropriate ALL also considers the imprecision inherent in the estimation process. As a result, management adjusts the ALL for consideration of the potential impact of qualitative factors, which include credit quality trends; loss experience in particular portfolios; macroeconomic factors such as unemployment, real estate prices, or commodity pricing volatility; changes in risk selection and underwriting standards; shifts in credit quality of customers which is not yet reflected in historical data; and volatility associated with large individual credits, among others.

Auditing management's estimate of the ALL involved a high degree of subjectivity in evaluating the qualitative factors that management assessed and the measurement of each qualitative factor. Management's assessment and measurement of the qualitative factors is highly judgmental and has a significant effect on the ALL.

*How We Addressed the Matter in Our Audit*

Our audit procedures related to the qualitative factors of the ALL included the following procedures, among others. We gained an understanding of the Company's process for establishing the ALL, including the identification and measurement of qualitative factors. We evaluated the design and tested the operating effectiveness of controls relevant to that process, including controls over credit risk management, the reliability of data sourced from the loan systems and credit warehouses, the completeness and accuracy of quantitative loss modeling, and the ALL methodology and assumptions. In doing so, we tested review and approval controls in the Company's governance process designed to identify and assess the need for and measurement of qualitative factors to estimate inherent credit losses associated with factors not captured fully in the quantitative components of the ALL.

With respect to the identification of qualitative factors, we evaluated 1) the potential impact of imprecision in the quantitative models (and hence the need to consider a qualitative adjustment to the ALL); 2) changes, assumptions and adjustments to the models; 3) sufficiency, availability and relevance of historical loss data used in the models; and 4) the risk factors used in the models. Regarding measurement of the qualitative factors, we evaluated internal data utilized by management to estimate the appropriate level of the qualitative factors, as well as internal data produced by the Company's Credit Review, Internal Audit and Model Validation groups, and external macroeconomic factors independently obtained during the audit, with consideration given to the reliability of the macroeconomic factors and existence of new and potentially contradictory information. We also evaluated the overall allowance for loan losses balance taken as a whole inclusive of such qualitative factors.



We have served as the Company's auditor since 1971.

Birmingham, Alabama

February 21, 2020

**REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	December 31	
	2019	2018
	(In millions, except share data)	
<b>Assets</b>		
Cash and due from banks	\$ 1,598	\$ 2,018
Interest-bearing deposits in other banks	2,516	1,520
Debt securities held to maturity (estimated fair value of \$1,372 and \$1,460 respectively)	1,332	1,482
Debt securities available for sale	22,606	22,729
Loans held for sale (includes \$439 and \$251 measured at fair value, respectively)	637	304
Loans, net of unearned income	82,963	83,152
Allowance for loan losses	(869)	(840)
Net loans	82,094	82,312
Other earning assets	1,518	1,719
Premises and equipment, net	1,960	2,045
Interest receivable	362	375
Goodwill	4,845	4,829
Residential mortgage servicing rights at fair value	345	418
Other identifiable intangible assets, net	105	115
Other assets	6,322	5,822
Total assets	<u>\$ 126,240</u>	<u>\$ 125,688</u>
<b>Liabilities and Stockholders' Equity</b>		
<b>Deposits:</b>		
Non-interest-bearing	\$ 34,113	\$ 35,053
Interest-bearing	63,362	59,438
Total deposits	97,475	94,491
<b>Borrowed funds:</b>		
Short-term borrowings	2,050	1,600
Long-term borrowings	7,879	12,424
Total borrowed funds	9,929	14,024
<b>Other liabilities</b>		
Total liabilities	109,945	110,598
<b>Stockholders' equity:</b>		
Preferred stock, authorized 10 million shares, par value \$1.00 per share:		
Non-cumulative perpetual, liquidation preference \$1,000.00 per share, including related surplus, net of issuance costs; issued—1,500,000 and 1,000,000 shares, respectively	1,310	820
Common stock, authorized 3 billion shares, par value \$.01 per share:		
Issued including treasury stock—998,278,188 and 1,065,858,925 shares, respectively	10	11
Additional paid-in capital	12,685	13,766
Retained earnings	3,751	2,828
Treasury stock, at cost—41,032,676 shares at both 2019 and 2018	(1,371)	(1,371)
Accumulated other comprehensive income (loss), net	(90)	(964)
Total stockholders' equity	16,295	15,090
Total liabilities and stockholders' equity	<u>\$ 126,240</u>	<u>\$ 125,688</u>

See notes to consolidated financial statements.

**REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**

	Year Ended December 31		
	2019	2018	2017
(In millions, except per share data)			
<b>Interest income, including other financing income on:</b>			
Loans, including fees	\$ 3,866	\$ 3,613	\$ 3,228
Debt securities - taxable	643	625	596
Loans held for sale	17	15	16
Other earning assets	59	70	53
Operating lease assets	54	70	94
Total interest income, including other financing income	4,639	4,393	3,987
<b>Interest expense on:</b>			
Deposits	447	250	156
Short-term borrowings	53	30	5
Long-term borrowings	351	322	212
Total interest expense	851	602	373
Depreciation expense on operating lease assets	43	56	75
Total interest expense and depreciation expense on operating lease assets	894	658	448
Net interest income and other financing income	3,745	3,735	3,539
Provision for loan losses	387	229	150
Net interest income and other financing income after provision for loan losses	3,358	3,506	3,389
<b>Non-interest income:</b>			
Service charges on deposit accounts	729	710	683
Card and ATM fees	455	438	417
Investment management and trust fee income	243	235	230
Capital markets income	178	202	161
Mortgage income	163	137	149
Securities gains (losses), net	(28)	1	19
Other	376	296	303
Total non-interest income	2,116	2,019	1,962
<b>Non-interest expense:</b>			
Salaries and employee benefits	1,916	1,947	1,874
Net occupancy expense	321	335	339
Furniture and equipment expense	325	325	326
Other	927	963	952
Total non-interest expense	3,489	3,570	3,491
Income from continuing operations before income taxes	1,985	1,955	1,860
Income tax expense	403	387	619
Income from continuing operations	1,582	1,568	1,241
<b>Discontinued operations:</b>			
Income from discontinued operations before income taxes	—	271	19
Income tax expense (benefit)	—	80	(3)
Income from discontinued operations, net of tax	—	191	22
Net income	\$ 1,582	\$ 1,759	\$ 1,263
Net income from continuing operations available to common shareholders	\$ 1,503	\$ 1,504	\$ 1,177
Net income available to common shareholders	\$ 1,503	\$ 1,695	\$ 1,199
<b>Weighted-average number of shares outstanding:</b>			
Basic	995	1,092	1,186
Diluted	999	1,102	1,198

Earnings per common share from continuing operations:

Basic	\$	1.51	\$	1.38	\$	0.99
Diluted		1.50		1.36		0.98
Earnings per common share:						
Basic	\$	1.51	\$	1.55	\$	1.01
Diluted		1.50		1.54		1.00

See notes to consolidated financial statements.

**REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Year Ended December 31		
	2019	2018	2017
	(In millions)		
Net income	\$ 1,582	\$ 1,759	\$ 1,263
Other comprehensive income (loss), net of tax:			
Unrealized losses on securities transferred to held to maturity:			
Unrealized losses on securities transferred to held to maturity during the period (net of zero, zero and zero tax effect, respectively)	—	—	—
Less: reclassification adjustments for amortization of unrealized losses on securities transferred to held to maturity (net of (\$2), (\$3) and (\$4) tax effect, respectively)	(5)	(6)	(6)
Net change in unrealized losses on securities transferred to held to maturity, net of tax	5	6	6
Unrealized gains (losses) on securities available for sale:			
Unrealized holding gains (losses) arising during the period (net of \$196, (\$83) and (\$14) tax effect, respectively)	581	(244)	—
Less: reclassification adjustments for securities gains (losses) realized in net income (net of (\$7), zero and \$7 tax effect, respectively)	(21)	—	12
Net change in unrealized gains (losses) on securities available for sale, net of tax	602	(244)	(12)
Unrealized gains (losses) on derivative instruments designated as cash flow hedges:			
Unrealized holding gains (losses) on derivatives arising during the period (net of \$123, (\$1) and (\$2) tax effect, respectively)	367	(3)	2
Less: reclassification adjustments for gains (losses) on derivative instruments realized in net income (net of (\$6), \$3 and \$33 tax effect, respectively)	(18)	9	53
Net change in unrealized gains (losses) on derivative instruments, net of tax	385	(12)	(51)
Defined benefit pension plans and other post employment benefits:			
Net actuarial gains (losses) arising during the period (net of (\$50), \$4 and (\$13) tax effect, respectively)	(150)	7	(40)
Less: reclassification adjustments for amortization of actuarial loss and settlements realized in net income (net of (\$11), (\$8) and (\$17) tax effect, respectively)	(32)	(28)	(31)
Net change from defined benefit pension plans and other post employment benefits, net of tax	(118)	35	(9)
Other comprehensive income (loss), net of tax	874	(215)	(66)
Comprehensive income	\$ 2,456	\$ 1,544	\$ 1,197

See notes to consolidated financial statements.

**REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock, At Cost	Accumulated Other Comprehensive Income (Loss), Net	Total
	Shares	Amount	Shares	Amount					
(In millions, except per share data)									
<b>BALANCE AT JANUARY 1, 2017</b>	1	\$ 820	1,214	\$ 13	\$ 17,092	\$ 666	\$ (1,377)	\$ (550)	\$ 16,664
Net income	—	—	—	—	—	1,263	—	—	1,263
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	(66)	(66)
Reclassification of the Tax Reform related revaluation of the deferred tax items within AOCI	—	—	—	—	—	133	—	(133)	—
Cash dividends declared	—	—	—	—	—	(370)	—	—	(370)
Preferred stock dividends	—	—	—	—	—	(64)	—	—	(64)
Common stock transactions:									
Impact of share repurchases	—	—	(85)	(1)	(1,274)	—	—	—	(1,275)
Impact of stock transactions under compensation plans, net and other	—	—	4	—	40	—	—	—	40
<b>BALANCE AT DECEMBER 31, 2017</b>	1	\$ 820	1,133	\$ 12	\$ 15,858	\$ 1,628	\$ (1,377)	\$ (749)	\$ 16,192
Cumulative effect from change in accounting guidance	—	—	—	—	—	(2)	—	—	(2)
Net income	—	—	—	—	—	1,759	—	—	1,759
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	(215)	(215)
Cash dividends declared	—	—	—	—	—	(493)	—	—	(493)
Preferred stock dividends	—	—	—	—	—	(64)	—	—	(64)
Common stock transactions:									
Impact of share repurchases	—	—	(115)	(1)	(2,121)	—	—	—	(2,122)
Impact of stock transactions under compensation plans, net and other	—	—	7	—	29	—	6	—	35
<b>BALANCE AT DECEMBER 31, 2018</b>	1	\$ 820	1,025	\$ 11	\$ 13,766	\$ 2,828	\$ (1,371)	\$ (964)	\$ 15,090
Cumulative effect from change in accounting guidance	—	—	—	—	—	2	—	—	2
Net income	—	—	—	—	—	1,582	—	—	1,582
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	874	874
Cash dividends declared	—	—	—	—	—	(582)	—	—	(582)
Preferred stock dividends	—	—	—	—	—	(79)	—	—	(79)
Preferred stock transactions:									
Net proceeds from issuance of 500 thousand shares of Series C, fixed to floating rate, non-cumulative perpetual preferred stock, including related surplus	1	490	—	—	—	—	—	—	490
Common stock transactions:									
Impact of share repurchases	—	—	(72)	(1)	(1,100)	—	—	—	(1,101)
Impact of stock transactions under compensation plans, net and other	—	—	4	—	19	—	—	—	19
<b>BALANCE AT DECEMBER 31, 2019</b>	2	\$ 1,310	957	\$ 10	\$ 12,685	\$ 3,751	\$ (1,371)	\$ (90)	\$ 16,295

See notes to consolidated financial statements.

**REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31		
	2019	2018	2017
	(In millions)		
<b>Operating activities:</b>			
Net income	\$ 1,582	\$ 1,759	\$ 1,263
Adjustments to reconcile net income to net cash from operating activities:			
Provision for loan losses	387	229	150
Depreciation, amortization and accretion, net	426	462	537
Securities (gains) losses, net	28	(1)	(22)
(Gain) on sale of business	—	(281)	—
Deferred income tax expense	62	226	209
Originations and purchases of loans held for sale	(4,381)	(3,351)	(3,571)
Proceeds from sales of loans held for sale	4,144	3,451	4,053
(Gain) loss on sale of loans, net	(124)	(73)	(118)
Loss on early extinguishment of debt	16	—	—
Net change in operating assets and liabilities:			
Other earning assets	158	116	48
Interest receivable and other assets	(347)	171	(410)
Other liabilities	453	(470)	110
Other	177	37	48
Net cash from operating activities	2,581	2,275	2,297
<b>Investing activities:</b>			
Proceeds from maturities of debt securities held to maturity	148	174	196
Proceeds from sales of debt securities available for sale	5,372	254	815
Proceeds from maturities of debt securities available for sale	3,532	3,383	3,575
Net proceeds from (payments for) bank-owned life insurance	(8)	(4)	(1)
Purchases of debt securities available for sale	(8,102)	(3,410)	(4,404)
Purchases of debt securities held to maturity	—	—	(494)
Proceeds from sales of loans	471	307	25
Purchases of loans	(1,468)	(503)	(238)
Purchases of mortgage servicing rights	(24)	(71)	(41)
Net change in loans	766	(3,381)	(84)
Net purchases of other assets	(178)	(151)	(150)
Proceeds from disposition of business, net of cash transferred	—	357	—
Net cash from investing activities	509	(3,045)	(801)
<b>Financing activities:</b>			
Net change in deposits	2,984	(2,398)	(2,146)
Net change in short-term borrowings	450	1,100	500
Proceeds from long-term borrowings	21,274	21,750	6,649
Payments on long-term borrowings	(25,926)	(17,451)	(6,255)
Net proceeds from issuance of preferred stock	490	—	—
Cash dividends on common stock	(577)	(452)	(346)
Cash dividends on preferred stock	(79)	(64)	(64)
Repurchases of common stock	(1,101)	(2,122)	(1,275)
Taxes paid related to net share settlement of equity awards	(29)	(35)	(22)
Other	—	(1)	(7)
Net cash from financing activities	(2,514)	327	(2,966)



Net change in cash and cash equivalents	576	(443)	(1,470)
Cash and cash equivalents at beginning of year	<u>3,538</u>	<u>3,981</u>	<u>5,451</u>
Cash and cash equivalents at end of year	<u>\$ 4,114</u>	<u>\$ 3,538</u>	<u>\$ 3,981</u>

See notes to consolidated financial statements.

**REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Regions Financial Corporation (“Regions” or the “Company”) provides a full range of banking and bank-related services to individual and corporate customers through its subsidiaries and branch offices located across the South, Midwest and Texas. The Company competes with other financial institutions located in the states in which it operates, as well as other adjoining states. Regions is subject to the regulations of certain government agencies and undergoes periodic examinations by certain of those regulatory authorities.

The accounting and reporting policies of Regions and the methods of applying those policies that materially affect the consolidated financial statements conform with GAAP and with general financial services industry practices. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the balance sheet dates and revenues and expenses for the periods presented. Actual results could differ from the estimates and assumptions used in the consolidated financial statements including, but not limited to, the estimates and assumptions related to the allowance for credit losses, fair value measurements, intangibles, residential MSR and income taxes.

Regions has evaluated all subsequent events for potential recognition and disclosure through the filing date of this Annual Report on Form 10-K.

Effective January 1, 2019, the Company adopted new guidance related to several accounting topics. The cumulative effect of the retrospective application had an immaterial impact on retained earnings. All prior period amounts impacted by guidance that required retrospective application have been revised.

Certain amounts in prior period financial statements have been reclassified to conform to the current period presentation, except as otherwise noted. These reclassifications are immaterial and have no effect on net income, comprehensive income (loss), total assets or total stockholders’ equity as previously reported.

**BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements include the accounts of Regions, its subsidiaries and certain VIEs. Significant intercompany balances and transactions have been eliminated. Regions considers a voting rights entity to be a subsidiary and consolidates it if Regions has a controlling financial interest in the entity. VIEs are consolidated if Regions has the power to direct the activities of the VIE that significantly impact financial performance and has the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE (i.e., Regions is the primary beneficiary). The determination of whether Regions is the primary beneficiary of a VIE is reassessed on an ongoing basis. Investments in companies which are not VIEs but in which Regions has significant influence over the operating and financing decisions, are accounted for using the equity method of accounting. Investments in VIEs, where Regions is not the primary beneficiary of a VIE, are accounted for using either the proportional amortization method or the equity method of accounting. These investments are included in other assets in the consolidated balance sheets. The maximum potential exposure to losses relative to investments in VIEs is generally limited to the sum of the outstanding balance, future funding commitments and any related loans to the entity. Loans to these entities are underwritten in substantially the same manner as are other loans and are generally secured. Refer to Note 2 for additional disclosures regarding Regions’ significant VIEs.

Unconsolidated equity investments that do not meet the criteria to be accounted for under the equity method and do not have a readily determinable fair value are accounted for at cost under the measurement alternative with adjustments for impairment and observable price changes as applicable. Cost method investments are included in other assets in the consolidated balance sheets. Dividends received or receivable and observable price changes from these investments are included as a component of other non-interest income in the consolidated statements of income.

**DISCONTINUED OPERATIONS**

On April 4, 2018, Regions entered into a stock purchase agreement to sell Regions Insurance Group, Inc. and related affiliates to BB&T Insurance Holdings, Inc. The transaction closed on July 2, 2018. On January 11, 2012, Regions entered into an agreement to sell Morgan Keegan and related affiliates. The transaction closed on April 2, 2012. Results of operations for the entities sold are presented separately as discontinued operations for all periods presented on the consolidated statements of income. Other expenses related to the transaction are also included in discontinued operations. See Note 3 and Note 24 for further discussion.

**CASH EQUIVALENTS AND CASH FLOWS**

Cash equivalents represent assets that can be converted into cash immediately. At Regions, these assets include cash and due from banks, interest-bearing deposits in other banks, and federal funds sold and securities purchased under agreements to resell. Cash flows from loans, either originated or acquired, are classified at that time according to management’s intent to either sell or hold the loan for the foreseeable future. When management’s intent is to sell the loan, the cash flows of that loan are presented

as operating cash flows. When management's intent is to hold the loan for the foreseeable future, the cash flows of that loan are presented as investing cash flows.

The following table summarizes supplemental cash flow information for the years ended December 31:

	2019	2018	2017
	(In millions)		
Cash paid during the period for:			
Interest on deposits and borrowings	\$ 851	\$ 581	\$ 363
Income taxes, net	85	57	181
Non-cash transfers:			
Loans held for sale and loans transferred to other real estate	63	54	80
Loans transferred to loans held for sale	66	313	41
Loans held for sale transferred to loans	3	14	8
Properties transferred to held for sale	62	21	33
Loans settled with other earning assets	—	—	33
Operating lease assets settled with other earning assets	—	—	15

#### SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

Securities purchased under agreements to resell and securities sold under agreements to repurchase are treated as collateralized financing transactions. It is Regions' policy to take possession of securities purchased under resell agreements either through direct delivery or a tri-party agreement.

#### DEBT SECURITIES

Management determines the appropriate accounting classification of debt securities at the time of purchase, based on intent, and periodically re-evaluates such designations. Debt securities are classified as held to maturity when the Company has the intent and ability to hold the securities to maturity. Debt securities held to maturity are presented at amortized cost. Debt securities not classified as held to maturity are classified as available for sale. Debt securities available for sale are presented at estimated fair value with changes in unrealized gains and losses, net of taxes, reported as a component of accumulated other comprehensive income (loss). See the "Fair Value Measurements" section below for discussion of determining fair value.

The amortized cost of debt securities classified as held to maturity and available for sale is adjusted for amortization of premiums and accretion of discounts to maturity, or in the case of mortgage-backed securities, over the estimated life of the security, using the interest method. Such amortization or accretion is included in interest income on securities. Realized gains and losses are included in net securities gains (losses). The cost of securities sold is based on the specific identification method.

The Company reviews its securities portfolio on a regular basis to determine if there are any conditions indicating that a security has other-than-temporary impairment. For debt securities, factors include the credit standing of the issuer, whether the Company expects to receive all scheduled principal and interest payments, Regions' intent to sell and whether it is more likely than not that the Company will have to sell the security before its market value recovers. For debt securities, activity related to the credit loss component of other-than-temporary impairment is recognized in earnings as part of net securities gains (losses). Refer to Note 4 for further detail and information on securities.

#### LOANS HELD FOR SALE

Regions' loans held for sale include commercial loans, investor real estate loans and residential real estate mortgage loans. Loans held for sale are recorded at either estimated fair value, if the fair value option is elected, or the lower of cost or estimated fair value. Regions has elected to account for residential real estate mortgages originated with the intent to sell at fair value. Intent is established for these conforming residential real estate mortgage loans when Regions enters into an interest rate lock commitment. Gains and losses on these residential mortgage loans held for sale for which the fair value option has been elected are included in mortgage income. Certain commercial mortgage loans held for sale where management has elected the fair value option are recorded at fair value. Gains and losses on commercial mortgage loans held for sale for which the fair value option has been elected are included in capital markets income. Regions also transfers certain commercial, investor real estate, and residential real estate mortgage portfolio loans to held for sale when management has the intent to sell in the near term. These held for sale loans are recorded at the lower of cost or estimated fair value. At the time of transfer, write-downs on the loans are recorded as charge-offs when credit related and non-interest expense when not credit related and a new cost basis is established. Any subsequent lower of cost or market adjustment is determined on an individual loan basis and is recognized in other non-interest expense. Gains and losses on the sale of non-performing commercial and investor real estate loans are included in other non-interest expense. See the "Fair Value Measurements" section below for discussion of determining estimated fair value.

## LOANS

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are considered loans held for investment (or portfolio loans). Loans held for investment are carried at the principal amount outstanding, net of premiums, discounts, unearned income and deferred loan fees and costs. Regions' loans balance is comprised of commercial, investor real estate and consumer loans. Interest income on all types of loans is accrued based on the contractual interest rate and the principal amount outstanding using methods that approximate the interest method, except for those loans classified as non-accrual. Premiums and discounts on purchased loans and non-refundable loan origination and commitment fees, net of direct costs of originating or acquiring loans, are deferred and recognized over the estimated lives of the related loans as an adjustment to the loans' constant effective yield, which is included in interest income on loans. Direct financing, sales-type and leveraged leases are included within the commercial portfolio segment. See Note 5 for further detail and information on loans and Note 14 for further detail on leases.

Regions determines past due or delinquency status of a loan based on contractual payment terms.

Commercial and investor real estate loans are placed on non-accrual if any of the following conditions occur: 1) collection in full of contractual principal and interest is no longer reasonably assured (even if current as to payment status), 2) a partial charge-off has occurred, unless the loan has been brought current under its contractual terms (original or restructured terms) and the full originally contracted principal and interest is considered to be fully collectible, or 3) the loan is delinquent on any principal or interest for 90 days or more unless the obligation is secured by collateral having a net realizable value (estimated fair value less costs to sell) sufficient to fully discharge the obligation and the loan is in the legal process of collection. Factors considered regarding full collection include assessment of changes in borrower's cash flow, valuation of underlying collateral, ability and willingness of guarantors to provide credit support, and other conditions. Charge-offs on commercial and investor real estate loans are primarily based on the facts and circumstances of the individual loan and occur when available information confirms the loan is not or will not be fully collectible. Factors considered in making these determinations are the borrower's and any guarantor's ability and willingness to pay, the status of the account in bankruptcy court (if applicable), and collateral value. Commercial and investor real estate loan relationships of \$250,000 or less are subject to charge-off or charge down to estimated fair value at 180 days past due, based on collateral value.

Non-accrual and charge-off decisions for consumer loans are dictated by the FFIEC's Uniform Retail Credit Classification and Account Management Policy which establishes standards for the classification and treatment of consumer loans. The charge-off process drives consumer non-accrual status as follows. If a consumer loan secured by real estate in a first lien position (residential first mortgage or home equity) becomes 180 days past due, Regions evaluates the loan for non-accrual status and potential charge-off based on net loan to value exposure. For home equity loans and lines of credit in a second lien position, the evaluation is performed at 120 days past due. If a loan is secured by collateral having a net realizable value sufficient to fully discharge the obligation, then a partial write-down is not necessary and the loan remains on accrual status, provided it is in the process of legal collection. If a partial charge-off is necessary as a result of the evaluation, then the remaining balance is placed on non-accrual. Consumer loans not secured by real estate are generally charged-off at either 120 days past due for closed-end loans, 180 days past due for open-end loans other than credit cards or the end of the month in which the loan becomes 180 days past due for credit cards.

When loans are placed on non-accrual status, the accrual of interest, amortization of loan premium, accretion of loan discount and amortization/accretion of deferred net loan fees/costs are discontinued. When a commercial or investor real estate loan is placed on non-accrual status, uncollected interest accrued in the current year is reversed and charged to interest income. Uncollected interest accrued from prior years on commercial and investor real estate loans placed on non-accrual status in the current year is charged against the allowance for loan losses. When a consumer loan is placed on non-accrual status, all uncollected interest accrued is reversed and charged to interest income due to immateriality. Interest collections on commercial and investor real estate non-accrual loans are applied as principal reductions. Interest collections on consumer loans are recorded using the cash basis, due to immateriality.

All loans on non-accrual status may be returned to accrual status and interest accrual resumed if all of the following conditions are met: 1) the loan is brought contractually current as to both principal and interest, 2) future payments are reasonably expected to continue being received in accordance with the terms of the loan and repayment ability can be reasonably demonstrated, and 3) the loan has been performing for at least six months.

### *TDRs*

TDRs are loans in which the borrower is experiencing financial difficulty at the time of restructuring, and Regions has granted a concession to the borrower. TDRs are undertaken in order to improve the likelihood of recovery on the loan and may take the form of modifications made with the stated interest rate lower than the current market rate for new debt with similar risk, other modifications to the structure of the loan that fall outside of normal underwriting policies and procedures, or in limited circumstances forgiveness of principal and/or interest. TDRs can involve loans remaining on non-accrual, moving to non-accrual, or continuing on accrual status, depending on the individual facts and circumstances of the borrower. TDRs are subject to policies governing accrual/non-accrual evaluation consistent with all other loans of the same product type as discussed in the "Loans" section above.

All loans with the TDR designation are considered to be impaired, even if they are accruing. See the “Calculation of Allowance For Credit Losses” section below for Regions’ allowance for loan losses methodology related to TDRs.

The CAP was designed to evaluate potential consumer loan participants as early as possible in the life cycle of the troubled loan (as described in Note 6). Many of the modifications are finalized without the borrower ever reaching the applicable number of days past due, and therefore the loan may never be placed on non-accrual. Accordingly, given the positive impact of the restructuring on the likelihood of recovery of cash flows due under the modified terms, accrual status continues to be appropriate for these loans.

## **ALLOWANCE FOR CREDIT LOSSES**

Regions' allowance for credit losses (“allowance”) consists of two components: the allowance for loan losses, which is recorded as a contra-asset to loans, and the reserve for unfunded credit commitments, which is recorded in other liabilities. The allowance is reduced by actual losses (charge-offs) and increased by recoveries, if any. Regions charges losses against the allowance in the period the loss is confirmed. All adjustments to the allowance for loan losses are charged directly to expense through the provision for loan losses. All adjustments to the reserve for unfunded credit commitments are recorded in other non-interest expense.

The allowance is maintained at a level believed appropriate by management to absorb probable credit losses inherent in the loan and unfunded credit commitment portfolios in accordance with GAAP and regulatory guidelines. Management’s determination of the appropriateness of the allowance is a quarterly process and is based on an evaluation and rating of the loan portfolio segments, historical loan loss experience, current economic conditions, collateral values securing loans, levels of problem loans, volume, growth, quality and composition of the loan portfolio, regulatory guidance, and other relevant factors. Changes in any of these, or other factors, or the availability of new information, could require that the allowance be adjusted in future periods. Actual losses could vary from management’s estimates. Management attributes portions of the allowance to loans that it evaluates and determines to be impaired and to groups of loans that it evaluates collectively. However, the entire allowance is available to cover all charge-offs that arise from the loan portfolio.

### *CALCULATION OF ALLOWANCE FOR CREDIT LOSSES*

#### Commercial and Investor Real Estate Components

##### *Impaired Loans*

Loans deemed to be impaired include non-accrual loans, excluding consumer loans, and all TDRs. Regions considers the current value of collateral, credit quality of any guarantees, guarantor’s liquidity and willingness to repay, the loan structure, and other factors when evaluating whether an individual loan is impaired. Other factors may include the industry and geographic region of the borrower, size and financial condition of the borrower, cash flow and leverage of the borrower and Regions’ evaluation of the borrower’s management. For non-accrual commercial and investor real estate loans (including TDRs) equal to or greater than \$2.5 million, the allowance for loan losses is based on a note-level evaluation considering the facts and circumstances specific to each borrower. For these loans, Regions measures the level of impairment based on the present value of the estimated cash flows, the estimated value of the collateral or, if available, the observable market price. Regions generally uses the estimated cash flow method to measure impairment. For commercial and investor real estate accruing TDRs and all non-accruing loans less than \$2.5 million, the allowance for loan losses is based on a discounted cash flow analysis performed at the note level, where estimated projected cash flows reflect credit losses based on statistical information (including historical default information) derived from loans with similar risk characteristics (e.g., credit quality indicator and product type) using PDs and LGDs as described in the following paragraph.

##### *Non-Impaired Loans*

For all other commercial and investor real estate loans, the allowance for loan losses is calculated at a pool level based on credit quality indicators and product type. Statistically determined PDs and LGDs are calculated based on historical default and loss information for similar loans. The historical default and loss information is measured over a relevant period for each loan pool. The pool level allowance is calculated using the PD and LGD estimates and is adjusted as appropriate based on additional analysis of long-term average loss experience compared to previously forecasted losses, external loss data and other risks identified from current economic conditions and credit quality trends. Various one year PD measurements are used in conjunction with life-of-loan LGD measurements to estimate incurred losses. As a result, losses are effectively covered over a two to three year period for loans that are currently in default and those estimated to default within the next twelve months.

#### Consumer Components

For consumer loans, the classes are segmented into pools of loans with similar risk characteristics. For most consumer loan pools, historical losses are the primary factor in establishing the allowance allocated to each pool. The twelve month loss rate is the basis for the allocation and it may be adjusted based on deteriorating trends, portfolio growth, or other factors determined by management to be relevant.

The allowance for loan losses for the residential first mortgage non-TDR pool is calculated based on a twelve-month historical loss rate segmented based on the following risk characteristics: past due and accrual status and further by geography, property use

and amortization type for accruing, non-past due loans. The allowance for loan losses for residential first mortgage TDRs is calculated based on a discounted cash flow analysis on pools of homogeneous loans. Cash flows are projected using the restructured terms and then discounted at the original note rate. The projected cash flows assume a default rate, which is based on historical performance of residential first mortgage TDRs. The allowance for loan losses for the home equity pool is calculated based on a twelve-month historical loss rate segmented based on the following risk characteristics: lien position, TDR status, geography, non-accrual and past due status, and refreshed FICO scores for accruing, non-past due loans.

#### Qualitative Factors

While quantitative allowance methodologies strive to reflect all risk factors, any estimate involves assumptions and uncertainties resulting in some level of imprecision. Imprecision exists in the estimation process due to the inherent time lag of obtaining information and variations between estimates and actual outcomes. Regions adjusts the allowance in consideration of quantitative and qualitative factors which may not be directly measured in the note-level or pooled calculations, including, but not limited to:

- Credit quality trends,
- Loss experience in particular portfolios,
- Macroeconomic factors such as unemployment, real estate prices, or commodity pricing volatility,
- Changes in risk selection and underwriting standards,
- Shifts in credit quality of consumer customers which is not yet reflected in the historical data,
- Volatility associated with large individual credits.

#### Reserve for Unfunded Credit Commitments

In order to estimate a reserve for unfunded commitments, Regions uses a process consistent with that used in developing the allowance for loan losses. The reserve is based on an EAD multiplied by a PD multiplied by an LGD. The EAD is estimated based on an analysis of historical funding patterns for defaulted loans in various categories. The PD and LGD align with the statistically-calculated parameters used to calculate the allowance for loan losses for various pools, which are based on credit quality indicators and product type. The methodology applies to commercial and investor real estate credit commitments and standby letters of credit that are not unconditionally cancellable.

Refer to Note 6 for further discussion regarding the calculation of the allowance for credit losses.

## **LEASES**

### *LESSEES*

Regions' lease portfolio is primarily composed of property leases that are classified as either operating or finance leases with the majority classified as operating leases. Property leases, which primarily include office locations and retail branches, typically have original lease terms ranging from 1 year to 20 years, some of which may also include an option to extend the lease beyond the original lease term. In some circumstances, Regions may also have an option to terminate the lease early with advance notice. Regions includes renewal and termination options within the lease term if deemed reasonably certain of exercise. As most leases do not state an implicit rate, Regions utilizes the incremental borrowing rate based on information available at the lease commencement date to determine the present value of lease payments. Leases with a term of 12 months or less are not recorded on the balance sheet. Regions continues to recognize lease payments as an expense over the lease term as appropriate. The remainder of the lease portfolio is comprised of equipment leases that have remaining lease terms of 1 year to 4 years.

These leases vary in term and, from time to time, include incentives and/or rent escalations. Examples of incentives include periods of "free" rent and leasehold improvement incentives. Regions recognizes incentives and escalations on a straight-line basis over the lease term as a reduction of or increase to rent expense, as applicable, within net occupancy expense in the consolidated statements of income.

### *LESSORS*

Regions engages in both direct financing and sales-type leasing. Regions also has portfolios of leveraged and operating leases. These arrangements provide equipment financing for leased assets, such as vehicles and aircraft. At the commencement date, Regions (lessor) enters into an agreement with the customer (lessee) to lease the underlying equipment for a specified lease term. The lease agreements may provide customers the option to terminate the lease by buying the equipment at fair market value at the time of termination or at the end of the lease term. Regions' equipment finance asset management group performs due diligence procedures on the lease residual and overall equipment values as part of the origination process. Regions performs lease residual value reviews on an ongoing basis. In order to manage the residual value risk inherent in some of its direct financing leases, Regions purchases residual value insurance from an independent third party.

Sales-type, direct financing, and leveraged leases are recorded within loans and operating leases are recorded within other earning assets on the consolidated balance sheet. The net investment in direct financing leases is the sum of all minimum lease payments and estimated residual values, less unearned income. Unearned income is recognized over the terms of the leases to produce a constant effective yield. The net investment in leveraged leases is the sum of all lease payments (less non-recourse debt payments) and estimated residual values, less unearned income. Income from leveraged leases is recognized over the term of the leases based on the unrecovered equity investment.

## **OTHER EARNING ASSETS**

Other earning assets consist primarily of investments in FRB stock, FHLB stock, marketable equity securities and operating lease assets. See Note 8 for additional information.

### *INVESTMENTS IN FEDERAL RESERVE BANK AND FEDERAL HOME LOAN BANK STOCK*

Ownership of FRB and FHLB stock is a requirement for all banks seeking membership into and access to the services provided by these banking systems. These shares are accounted for at amortized cost, which approximates fair value.

### *MARKETABLE EQUITY SECURITIES*

Marketable equity securities are recorded at fair value with changes in fair value reported in net income.

### *INVESTMENTS IN OPERATING LEASES*

Investments in operating leases represent the assets underlying the related lease contracts and are reported at cost, less accumulated depreciation and net of origination fees and costs. Depreciation on these assets is generally provided on a straight-line basis over the lease term down to an estimated residual value. Regions periodically evaluates its depreciation rate for leased assets based on projected residual values and adjusts depreciation expense over the remaining life of the lease if deemed appropriate. Regions also evaluates the current value of the operating lease assets and tests for impairment when indicators of impairment are present. Income from operating lease assets includes lease origination fees, net of lease origination costs, and is recognized as operating lease revenue on a straight line basis over the scheduled lease term. The accrual of revenue on operating leases is generally discontinued at the time an account is determined to be uncollectible. Operating lease revenue and the depreciation expense on the related operating lease assets are included as components of net interest income and other financing income on the consolidated statements of income. When a leased asset is returned, its remaining value is reclassified from other earning assets to other assets and recorded at the lower of cost or estimated fair value, less costs to sell, on Regions' consolidated balance sheet. Impairment of the operating lease asset, as well as residual value gains and losses at the end of the lease term are recorded through other non-interest income.

## **PREMISES AND EQUIPMENT**

Premises and equipment are stated at cost, less accumulated depreciation and amortization, as applicable. Land is carried at cost. Depreciation expense is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the estimated useful lives of the improvements (or the terms of the leases, if shorter). Generally, premises and leasehold improvements are depreciated or amortized over 7-40 years. Furniture and equipment are generally depreciated or amortized over 3-10 years. Premises and equipment are evaluated for impairment at least annually, or more often if events or circumstances indicate that the carrying value of the asset may not be recoverable. Maintenance and repairs are charged to non-interest expense in the consolidated statements of income. Improvements that extend the useful life of the asset are capitalized to the carrying value and depreciated. See Note 9 for detail of premises and equipment.

## **INTANGIBLE ASSETS**

Intangible assets include goodwill, which is the excess of cost over the fair value of net assets of acquired businesses, and other identifiable intangible assets. Other identifiable intangible assets primarily include the following: 1) core deposit intangible assets, which are amounts recorded related to the value of acquired indeterminate maturity deposits, 2) amounts capitalized related to the value of acquired customer relationships, and 3) the DUS license. Core deposit intangibles and certain other identifiable intangibles are amortized on an accelerated basis over their expected useful lives.

The Company's goodwill is tested for impairment on an annual basis in the fourth quarter, or more often if events or circumstances indicate that there may be impairment. Regions assesses the following indicators of goodwill impairment for each reporting period:

- Recent operating performance,
- Changes in market capitalization,
- Regulatory actions and assessments,
- Changes in the business climate (including legislation, legal factors and competition),
- Company-specific factors (including changes in key personnel, asset impairments, and business dispositions), and

- Trends in the banking industry.

Adverse changes in the economic environment, declining operations, or other factors could result in a decline in the implied estimated fair value of goodwill. Accounting guidance permits the Company to first assess qualitative factors to determine if it is more likely than not that the fair value of a reporting unit exceeds its carrying value. If, based on the weight of the evidence, the Company determines it is more likely than not that the fair value exceeds book value, then an impairment test is not necessary. If the Company elects to bypass the qualitative assessment, or concludes that it is more likely than not that the fair value is less than the carrying value, a two-step goodwill impairment test is performed. Step One compares the estimated fair value of a reporting unit with its carrying amount, including goodwill. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. If the carrying amount of a reporting unit exceeds its estimated fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. Step Two of the goodwill impairment test compares the implied estimated fair value of reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of goodwill for that reporting unit exceeds the implied estimated fair value of that unit's goodwill, an impairment loss is recognized in other non-interest expense in an amount equal to that excess.

For purposes of performing the qualitative assessment, Regions evaluates events and circumstances which may include, but are not limited to, events and circumstances since the last impairment analysis, recent operating performance including reporting unit performance, changes in market capitalization, regulatory actions and assessments, changes in the business climate, company-specific factors, and trends in the banking industry to determine if it is more likely than not that the fair value of a reporting unit exceeds its carrying amount.

For purposes of performing Step One of the goodwill impairment test, if applicable, Regions uses both income and market approaches to value its reporting units. The income approach, which is the primary valuation approach, consists of discounting projected long-term future cash flows, which are derived from internal forecasts and economic expectations for the respective reporting units. The significant inputs to the income approach include expected future cash flows, the long-term target equity ratios, and the discount rate.

For purposes of performing Step Two of the goodwill impairment test, if applicable, Regions compares the implied estimated fair value of the reporting unit goodwill with the carrying amount of that goodwill. In order to determine the implied estimated fair value, a full purchase price allocation would be performed in the same manner as if a business combination had occurred. As part of the Step Two analysis, Regions estimates the fair value of all of the assets and liabilities of the reporting unit, including unrecognized assets and liabilities. The related valuation methodologies for certain material financial assets and liabilities are discussed in the "Fair Value Measurements" section below.

Other identifiable intangible assets, primarily core deposit intangibles, purchased credit card relationships and other acquired customer relationships, are reviewed at least annually (usually in the fourth quarter) for events or circumstances that could impact the recoverability of the intangible asset. These events could include loss of core deposits, significant losses of credit card or other types of acquired customer accounts and/or balances, increased competition, or adverse changes in the economy. To the extent other identifiable intangible assets are deemed unrecoverable, impairment losses are recorded in other non-interest expense and reduce the carrying amount of the asset.

Refer to Note 10 for further detail and discussion of the results of the goodwill and other identifiable intangibles impairment tests.

## **ACCOUNTING FOR TRANSFERS AND SERVICING OF FINANCIAL ASSETS**

Regions accounts for transfers of financial assets as sales when control over the transferred assets is surrendered. Control is generally considered to have been surrendered when 1) the transferred assets are legally isolated from the Company or its consolidated affiliates, even in bankruptcy or other receivership, 2) the transferee has the right to pledge or exchange the assets with no conditions that constrain the transferee and provide more than a trivial benefit to the Company, and 3) the Company does not maintain the obligation or unilateral ability to reclaim or repurchase the assets. If these sale criteria are met, the transferred assets are removed from the Company's balance sheet and a gain or loss on sale is recognized. If not met, the transfer is recorded as a secured borrowing, and the assets remain on the Company's balance sheet, the proceeds from the transaction are recognized as a liability, and gain or loss on sale is deferred until the sale criterion are achieved.

Regions has elected to account for its residential MSRs using the fair value measurement method. Under the fair value measurement method, residential MSRs are measured at estimated fair value each period with changes in fair value recorded as a component of mortgage income. The fair value of residential MSRs is calculated using various assumptions including future cash flows, market discount rates, expected prepayment rates, servicing costs and other factors. A significant change in prepayments of residential mortgages in the servicing portfolio could result in significant valuation adjustments, thus creating potential volatility in the carrying amount of residential MSRs. The valuation method relies on an OAS to consider prepayment risk and equate the asset's discounted cash flows to its market price. See the "Fair Value Measurements" section below for additional discussion regarding determination of fair value.



Regions is a DUS lender. The DUS program provides liquidity to the multi-family housing market. Regions' related commercial MSRs are recorded in other assets on the consolidated balance sheets at the lower of cost or estimated fair value and are amortized in proportion to, and over the estimated period that net servicing income is expected to be received based on projections of the amount and timing of estimated future net cash flows. The amount and timing of estimated future net cash flows are updated based on actual results and updated projections. Regions periodically evaluates its commercial MSRs for impairment. Regions has a one-third loss share guarantee associated with the majority of the DUS servicing portfolio. The other two-thirds loss share guarantee is retained by Fannie Mae. The estimated fair value of the loss share guarantee is recorded in other liabilities on the consolidated balance sheets.

Refer to Note 7 for further information on servicing of financial assets.

#### **FORECLOSED PROPERTY AND OTHER REAL ESTATE**

Other real estate and certain other assets acquired in satisfaction of indebtedness ("foreclosure") are carried in other assets at the lower of the recorded investment in the loan or estimated fair value less estimated costs to sell the property. At the date of transfer from the loan portfolio, if the recorded investment in the loan exceeds the property's estimated fair value less estimated costs to sell, a write-down is recorded against the allowance. Regions allows a period of up to 60 days after the date of transfer to record finalized write-downs as charge-offs against the allowance in order to properly accumulate all related invoices and updated valuation information, if necessary. Subsequent to transfer, Regions obtains valuations from professional valuation experts and/or third party appraisers on at least an annual basis. See the "Fair Value Measurements" section below for additional discussion regarding determination of fair value. Subsequent to transfer and the additional 60 days, any further write-downs are recorded as other non-interest expense. Gain or loss on the sale of foreclosed property and other real estate is included in other non-interest expense.

From time to time, assets classified as premises and equipment are transferred to held for sale for various reasons. These assets are carried in other assets at the lower of the recorded investment in the asset or estimated fair value less estimated cost to sell based upon the property's appraised value at the date of transfer. Any adjustments to property held for sale are recorded as other non-interest expense.

#### **DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES**

The Company enters into derivative financial instruments to manage interest rate risk, facilitate asset/liability management strategies and manage other exposures. These instruments primarily include interest rate swaps, options on interest rate swaps, options including interest rate caps and floors, Eurodollar futures, forward rate contracts and forward sale commitments. All derivative financial instruments are recognized on the consolidated balance sheets as other assets or other liabilities, as applicable, at estimated fair value. Regions enters into master netting agreements with counterparties and/or requires collateral to cover exposures. In at least some cases, counterparties post collateral at a zero threshold regardless of credit rating. The majority of interest rate derivatives traded by Regions with dealing counterparties are subject to mandatory clearing through a central clearinghouse. The variation margin payments made for derivatives cleared through a central clearinghouse are legally characterized as settlements of the derivatives. As a result, these positions are reflected as settled with no fair value presented for purposes of the balance sheets and related disclosures. The counterparty risk for cleared trades effectively moves from the executing broker to the clearinghouse allowing Regions to benefit from the risk mitigation controls in place at the respective clearinghouse.

Interest rate swaps are agreements to exchange interest payments based upon notional amounts. Interest rate swaps subject Regions to market risk associated with changes in interest rates, changes in interest rate volatility as well as the credit risk that the counterparty will fail to perform. Option contracts involve rights to buy or sell financial instruments on a specified date or over a period at a specified price. These rights do not have to be exercised. Some option contracts such as interest rate floors, involve the exchange of cash based on changes in specified indices. Interest rate floors are contracts to hedge interest rate declines based on a notional amount, generally associated with a principal balance at risk. Interest rate floors subject Regions to market risk associated with changes in interest rates, changes in interest rate volatility, as well as the credit risk that the counterparty will fail to perform. Forward rate contracts are commitments to buy or sell financial instruments at a future date at a specified price or yield. Regions primarily enters into forward rate contracts on marketable instruments, which expose Regions to market risk associated with changes in the value of the underlying financial instrument, as well as the credit risk that the counterparty will fail to perform. Eurodollar futures are futures contracts on Eurodollar deposits. Eurodollar futures subject Regions to market risk associated with changes in interest rates. Because futures contracts are cash settled daily through a margining process in an exchange, there is minimal credit risk associated with Eurodollar futures. Forward sale commitments are sales of securities at a specified price at a future date. Forward sale commitments subject Regions to market risk associated with changes in market value, as well as the credit risk that the counterparty will fail to perform.

The Company elects to account for certain derivative financial instruments as accounting hedges which, based on the exposure being hedged, are either fair value or cash flow hedges.

Fair value hedge relationships mitigate exposure to the change in fair value of the hedged risk in an asset, liability or firm commitment. Under the fair value hedging model, gains or losses attributable to the change in fair value of the derivative instrument, as well as the gains and losses attributable to the change in fair value of the hedged item, are recognized in interest income or

interest expense in the same income statement line item with the hedged item in the period in which the change in fair value occurs. To the extent the changes in fair value of the derivative do not offset the changes in fair value of the hedged item, the difference is recognized. The corresponding adjustment to the hedged asset or liability is included in the basis of the hedged item, while the corresponding change in the fair value of the derivative instrument is recorded as an adjustment to other assets or other liabilities, as applicable.

Cash flow hedge relationships mitigate exposure to the variability of future cash flows or other forecasted transactions. For cash flow hedge relationships, the entire change in the fair value of the hedging instrument would be recorded in accumulated other comprehensive income (loss) except for amounts excluded from the assessment of hedge effectiveness. Amounts recorded in accumulated other comprehensive income (loss) are recognized in earnings in the same income statement line item where the earnings effect of the hedged item is presented in the period or periods during which the hedged item impacts earnings.

The Company formally documents all hedging relationships, as well as its risk management objective and strategy for entering into various hedge transactions. The Company performs periodic qualitative and quantitative assessments to determine whether the hedging relationship has been highly effective in offsetting changes in fair values or cash flows of hedged items and whether the relationship is expected to continue to be highly effective in the future.

If a hedge relationship is de-designated or if hedge accounting is discontinued because the hedged item no longer exists, or does not meet the definition of a firm commitment, or because it is probable that the forecasted transaction will not occur, the derivative will continue to be recorded as an other asset or other liability in the consolidated balance sheets at its estimated fair value, with changes in fair value recognized in other non-interest expense. Any asset or liability that was recorded pursuant to recognition of the firm commitment is removed from the consolidated balance sheets and recognized in other non-interest expense. Gains and losses that were unrecognized and aggregated in accumulated other comprehensive income (loss) pursuant to the hedge of a forecasted transaction are recognized immediately in other non-interest expense.

Derivative contracts for which the Company has not elected to apply hedge accounting are classified as other assets or liabilities with gains and losses related to the change in fair value recognized in capital markets income or mortgage income, as applicable, in the statements of income during the period. These positions, as well as non-derivative instruments, are used to mitigate economic and accounting volatility related to customer derivative transactions, the mortgage pipeline and the fair value of residential MSRs.

Regions enters into interest rate lock commitments, which are commitments to originate mortgage loans whereby the interest rate on the loan is determined prior to funding and the customers have locked into that interest rate. Accordingly, such commitments are recorded at estimated fair value with changes in fair value recorded in mortgage income or capital markets income, as applicable. Regions also has corresponding forward sale commitments related to these interest rate lock commitments, which are recorded at estimated fair value with changes in fair value recorded in mortgage income or capital markets income, as applicable. See the "Fair Value Measurements" section below for additional information related to the valuation of interest rate lock commitments.

Regions enters into various derivative agreements with customers desiring protection from possible future market fluctuations. Regions manages the market risk associated with these derivative agreements. The contracts in this portfolio for which the Company has elected not to apply hedge accounting are marked-to-market through earnings and included in other assets and other liabilities.

Concurrent with the election to use fair value measurement for residential MSRs, Regions began using various derivative instruments to mitigate the impact of changes in the fair value of residential MSRs in the statements of income. This effort may involve the use of various derivative instruments, including, but not limited to, forwards, futures, swaps and options. These derivatives are carried at estimated fair value, with changes in fair value reported in mortgage income.

Refer to Note 21 for further discussion and details of derivative financial instruments and hedging activities.

## **INCOME TAXES**

The Company accounts for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for expected future tax consequences. Under this method, deferred tax assets and liabilities are determined by applying the federal and state tax rates to the differences between financial statement carrying amounts and the corresponding tax bases of assets and liabilities. Deferred tax assets are also recorded for any tax attributes, such as tax credit and net operating loss carryforwards. The net balance of deferred tax assets and liabilities is reported in other assets or other liabilities in the consolidated balance sheets, as appropriate. Any effect of a change in federal and state tax rates on deferred tax assets and liabilities is recognized in income tax expense in the period that includes the enactment date. The Company reflects the expected amount of income tax to be paid or refunded during the year as current income tax expense or benefit, as applicable.

The Company determines the realization of deferred tax assets by considering all positive and negative evidence available, including the impact of recent operating results, future reversals of taxable temporary differences, future taxable income exclusive of reversing temporary differences and carryforwards and tax planning strategies. A valuation allowance is recorded for any deferred tax assets that are not more-likely-than-not to be realized.

Income tax benefits generated from uncertain tax positions are accounted for using the recognition and cumulative-probability measurement thresholds. Based on the technical merits, if a tax benefit is not more-likely-than-not of being sustained upon

examination, the Company records a liability for the recognized income tax benefit. If a tax benefit is more-likely-than-not of being sustained based on the technical merits, the Company utilizes the cumulative probability measurement and records an income tax benefit equivalent to the largest amount of tax benefit that is greater than 50 percent likely to be realized upon ultimate settlement with a taxing authority. The Company recognizes interest expense, interest income and penalties related to unrecognized tax benefits within current income tax expense.

The Company applies the proportional amortization method in accounting for its qualified affordable housing investments. This method recognizes the amortized cost of the investment as a component of income tax expense.

The deferral method of accounting is used for investments that generate investment tax credits. Under this method, the investment tax credits are recognized as a reduction of the related asset.

Refer to Note 20 for further discussion regarding income taxes.

## **TREASURY STOCK AND SHARE REPURCHASES**

The purchase of the Company's common stock is recorded at cost. At the date of repurchase, stockholders' equity is reduced by the repurchase price. Upon retirement, or upon purchase for constructive retirement, treasury stock would be reduced by the cost of such stock with the excess of repurchase price over par or stated value recorded in additional paid-in capital. If the Company subsequently reissues treasury shares, treasury stock is reduced by the cost of such stock with differences recorded in additional paid-in capital or retained earnings, as applicable.

Pursuant to recent share repurchase programs, shares repurchased were immediately retired, and therefore were not included in treasury stock. The Company's policy related to these share repurchases is to reduce its common stock based on the par value of the shares repurchased and to reduce its additional paid-in capital for the excess of the repurchase price over the par value.

## **SHARE-BASED PAYMENTS**

Regions sponsors stock plans which most commonly include restricted stock (i.e., unvested common stock) units, restricted stock awards, performance stock units and stock options. The Company accounts for share-based payments under the fair value recognition provisions whereby compensation cost is measured based on the estimated fair value of the award at the grant date and is recognized in the consolidated financial statements on a straight-line basis over the requisite service period for service-based awards. The fair value of restricted stock units, restricted stock awards or performance stock units is determined based on the closing price of Regions common stock on the date of grant. Historical data is also used to estimate future employee attrition, which is considered in calculating estimated forfeitures. Estimated forfeitures are adjusted when actual forfeitures differ from estimates, resulting in the recognition of compensation cost only for awards that vest. The effect of a change in estimated forfeitures is recognized through a cumulative catch-up adjustment that is included in salaries and employee benefits expense in the period of the change in estimate. The fair value of stock options where vesting is based on service is estimated at the date of grant using a Black-Scholes option pricing model and related assumptions. As compensation cost is recognized, a deferred tax asset is recorded that represents an estimate of the future tax deduction from exercise or release of restrictions. At the time the share-based awards are exercised, cancelled, have expired, or restrictions are released, the Company may be required to recognize an adjustment to tax expense depending on the market price of the Company's common stock.

See Note 17 for further discussion and details of share-based payments.

## **EMPLOYEE BENEFIT PLANS**

Regions uses an expected long-term rate of return applied to the fair market value of assets as of the beginning of the year and the expected cash flows during the year for calculating the expected investment return on all pension plan assets. At a minimum, amortization of the net gain or loss included in accumulated other comprehensive income resulting from experience different from that assumed and from changes in assumptions is included as a component of net periodic benefit cost if, as of the beginning of the year, that net gain or loss exceeds 10 percent of the greater of the projected benefit obligation or the market value of plan assets. If amortization is required, the minimum amortization is that excess divided by the average remaining service period of active participating employees expected to receive benefits under the plans. Regions records the service cost component of net periodic pension and postretirement benefit cost in salaries and employee benefits expense on the consolidated statements of income. The other components of net periodic pension and postretirement benefit cost are recorded in other non-interest expense on the consolidated statements of income. Regions uses a third-party actuary to compute the remaining service period of active participating employees. This period reflects expected turnover, pre-retirement mortality, and other applicable employee demographics.

See Note 18 for further discussion and details of employee benefit plans.

## **REVENUE RECOGNITION**

### **Interest Income**

The largest source of revenue for Regions is interest income. Interest income is recognized using the interest method driven by nondiscretionary formulas based on written contracts, such as loan agreements or securities contracts.

### **Service Charges on Deposit Accounts**

Service charges on deposit accounts include non-sufficient fund fees and other service charges. Non-sufficient fund fees are earned when a depositor presents an item for payment in excess of available funds, and Regions, at its discretion, provides the necessary funds to complete the transaction.

Regions generates other service charges by providing depositors proper safeguard and remittance of funds as well as by providing optional services for depositors, such as check imaging or treasury management, that are performed upon the depositor's request. Charges for the proper safeguard and remittance of funds are recognized monthly, as the customer retains funds in the account. Regions recognizes revenue for other optional services when the customer uses the selected service to execute a transaction (e.g., execute an ACH wire).

### **Card and ATM Fees**

Card and ATM fees include the combined amounts of credit card, debit card, and ATM related revenue. The majority of the fees are card interchange where Regions earns a fee for remitting cardholder funds (or extends credit) via a third party network to merchants. Regions satisfies performance obligations for each transaction when the card is used and the funds are remitted. The network establishes interchange fees that the merchant remits to Regions for each transaction, and Regions incurs costs from the network for facilitating the interchange with the merchant. Due to its inability to establish prices and direct activities of the related processing network's service, Regions is deemed the agent in this arrangement and records interchange revenues net of related costs. Regions also pays consideration to certain commercial card holders based on interchange fees and contractual volume. These costs are recognized as a reduction to interchange income.

Card and ATM fees also include ATM fee income generated from allowing a Regions cardholder to withdraw funds from a non-Regions ATM and from allowing a non-Regions cardholder to withdraw funds from a Regions ATM. Regions satisfies performance obligations for each transaction when the withdrawal is processed. Regions does not direct activities of the related processing network's service and recognizes revenue on a net basis as the agent in each transaction.

### **Investment Management and Trust Fee Income**

Investment management and trust fee income represents revenue generated from asset management services provided to individuals, businesses, and institutions. Regions has a fiduciary responsibility to the beneficiary of the trust to perform agreed upon services which can include investing the assets, periodic reporting to the beneficiaries, and providing tax information regarding the trust. In exchange for these trust and custodial services, Regions collects fee income from beneficiaries as contractually determined via fee schedules. Regions' performance obligations to customers are primarily satisfied over time as the services are performed and provided to the customer.

### **Mortgage Income**

Mortgage income and related fees are recognized when earned as Regions services mortgage loans for others. Mortgage income also includes gains or losses on Regions' sales of mortgage loans to other financial institutions or government agencies which are recognized as each sales transaction occurs.

### **Capital Markets Income**

Regions generates capital markets fee revenue through capital raising activities which include revenue streams such as securities underwriting and placement, loan syndication and placement, as well as foreign exchange, derivatives, merger and acquisition and other advisory services. For those revenue streams, revenue is primarily recognized at a point in time which coincides with the satisfaction of a single performance obligation, typically the transaction closing.

Securities underwriting and placement fees involve the issuing and distribution of securities for an underwriting fee from customers. The underwriting fee is a single performance obligation which is satisfied at the time that the transaction is closed, and the amount of the fee is either a fixed or variable percentage based on the deal value which is determinable at the time of deal closing.

Regions generates revenue from affordable housing investments through the syndication of investment funds to third parties. Regions transfers the primary benefits of the investment to the customer and recognizes syndication revenue on the closing date of the transaction.

### **Bank-Owned Life Insurance**

Bank-owned life insurance income primarily represents income earned from the appreciation of the cash surrender value of insurance contracts held and the proceeds of insurance benefits. Regions recognizes revenue each period in the amount of the appreciation of the cash surrender value of the insurance policies. Revenue from the proceeds of insurance benefits is recognized at the time a claim is confirmed.

### **Commercial Credit Fee Income**

Commercial credit fee income includes letters of credit fees and unused commercial commitment fees. Regions recognizes revenue for letters of credit fees over time. Regions recognizes revenue for unused commercial commitment fees on the date that the commitment expires.

#### **Investment Services Fee Income**

Investment services fee income represents income earned from investment advisory services. Through the use of third party carriers, Regions provides its customers with access to investment products that meet customers' financial needs and investment objectives. Upon selection of an investment product, the customer enters into a policy with the carrier. Regions' performance obligation is satisfied by fulfilling its responsibility to place customers in investment vehicles for which Regions earns commissions from the carrier based on agreed-upon fee percentages. In addition, Regions has a contractual relationship with a third party broker dealer to provide full service brokerage and investment advisory activities. As the principal in the arrangement, Regions recognizes the investment services commissions on a gross basis.

#### **Insurance Proceeds**

Insurance proceeds represent settlements from previously disclosed lawsuits. Revenue from insurance proceeds is recognized when the settlement proceeds are received.

#### **Securities Gains (Losses), Net**

Net securities gains or losses result from Regions' asset/liability management process. Gains or losses on the sale of securities are recognized as each sales transaction occurs with the cost of securities sold based on the specific identification method.

#### **Market Value Adjustments on Employee Benefit Assets**

Regions holds assets for certain employee benefit assets, both defined and other. Those assets are recorded at estimated fair value and the market value variations are recognized each period.

#### **Other Miscellaneous Income**

Other miscellaneous income represents a variety of revenue streams, including check order fees, wire transfer fees and other unusual gains, if any. For check order fees, Regions generates revenue by serving as the agent in connecting the customer to a third party check provider. For wire transfer fees, Regions generates revenue by providing wire transfer services to its depositors. In both instances Regions recognizes revenue at the time the service is provided.

### **PER SHARE AMOUNTS**

Earnings per common share is calculated by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share is calculated by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period, plus the effect of outstanding stock options, restricted and performance stock awards if dilutive. Refer to Note 16 for additional information.

### **FAIR VALUE MEASUREMENTS**

Fair value guidance establishes a framework for using fair value to measure assets and liabilities and defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) as opposed to the price that would be paid to acquire the asset or received to assume the liability (an entry price). A fair value measure should reflect the assumptions that market participants would use in pricing the asset or liability, including the assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of nonperformance. Required disclosures include stratification of balance sheet amounts measured at fair value based on inputs the Company uses to derive fair value measurements. These strata include:

- Level 1 valuations, where the valuation is based on quoted market prices for identical assets or liabilities traded in active markets (which include exchanges and over-the-counter markets with sufficient volume),
- Level 2 valuations, where the valuation is based on quoted market prices for similar instruments traded in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market, and
- Level 3 valuations, where the valuation is generated from model-based techniques that use significant assumptions not observable in the market, but observable based on Company-specific data. These unobservable assumptions reflect the Company's own estimates for assumptions that market participants would use in pricing the asset or liability. Valuation techniques typically include option pricing models, discounted cash flow models and similar techniques, but may also include the use of market prices of assets or liabilities that are not directly comparable to the subject asset or liability.

### **ITEMS MEASURED AT FAIR VALUE ON A RECURRING BASIS**

Debt securities available for sale, certain mortgage loans held for sale, marketable equity securities, residential MSRs, derivative assets and derivative liabilities are recorded at fair value on a recurring basis. Below is a description of valuation methodologies for these assets and liabilities.

**Debt securities available for sale** consist of U.S. Treasuries, obligations of states and political subdivisions, mortgage-backed securities (including agency securities), and other debt securities.

- U.S. Treasuries are valued based on quoted market prices of identical assets on active exchanges. Pricing received for U.S. Treasuries from third-party services is based on a market approach using dealer quotes from multiple active market makers and real-time trading systems. These valuations are Level 1 measurements.
- Mortgage-backed securities are valued primarily using data from third-party pricing services for similar securities as applicable. Pricing from these third-party services is generally based on a market approach using observable inputs such as benchmark yields, reported trades, broker/dealer quotes, benchmark securities, TBA prices, issuer spreads, bids and offers, monthly payment information, and collateral performance, as applicable. These valuations are Level 2 measurements. Where such comparable data is not available, the Company develops valuations based on assumptions that are not readily observable in the market place; these valuations are Level 3 measurements.
- Obligations of states and political subdivisions are generally based on data from third-party pricing services. The valuations are based on a market approach using observable inputs such as benchmark yields, MSRB reported trades, material event notices and new issue data. These valuations are Level 2 measurements. Where such comparable data is not available, the Company develops valuations based on assumptions that are not readily observable in the market place; these valuations are Level 3 measurements.
- Other debt securities are valued based on Level 1, 2 and 3 measurements, depending on pricing methodology selected and are valued primarily using data from third-party pricing services. Pricing from these third-party services is generally based on a market approach using observable inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids and offers, and TRACE reported trades.

The majority of Regions' debt securities available for sale are valued using third-party pricing services. To validate pricing related to liquid investment securities, which represent the vast majority of the available for sale portfolio (e.g., mortgage-backed securities), Regions compares price changes received from the third-party pricing service to overall changes in market factors in order to validate the pricing received. To validate pricing received on less liquid investment securities in the available for sale portfolio, Regions receives pricing from third-party brokers-dealers on a sample of securities that are then compared to the pricing received. The pricing service uses standard observable inputs when available, for example: benchmark yields, reported trades, broker-dealer quotes, issuer spreads, benchmark securities, and bids and offers, among others. For certain security types, additional inputs may be used, or some inputs may not be applicable. It is not customary for Regions to adjust the pricing received for the available for sale portfolio. In the event that prices are adjusted, Regions classifies the measurement as a Level 3 measurement.

**Mortgage loans held for sale** consist of residential first mortgage loans and commercial mortgages held for sale. Regions has elected to measure certain residential and commercial mortgage loans held for sale at fair value by applying the fair value option (see additional discussion under the "Fair Value Option" section in Note 22). The residential first mortgage loans held for sale are valued based on traded market prices of similar assets where available and/or discounted cash flows at market interest rates, adjusted for securitization activities that include servicing value and market conditions, a Level 2 measurement. The commercial mortgage loans held for sale are valued based on traded market prices for comparable commercial mortgage-backed securitizations, into which the loans will be placed, adjusted for movements of interest rates and credit spreads, a Level 3 measurement due to the unobservable inputs included in the credit spreads for bonds in commercial mortgage-backed securitizations.

**Marketable equity securities**, which primarily consist of assets held for certain employee benefits and money market funds, are valued based on quoted market prices of identical assets on active exchanges; these valuations are Level 1 measurements.

**Residential mortgage servicing rights** are valued using an option-adjusted spread valuation approach, a Level 3 measurement. The underlying assumptions and estimated values are corroborated at least quarterly by values received from independent third parties. See Note 7 for information regarding the servicing of financial assets and additional details regarding the assumptions relevant to this valuation.

**Derivative assets and liabilities**, which primarily consist of interest rate, foreign exchange, and commodity contracts that include forwards, futures, options and swaps, are included in other assets and other liabilities (as applicable) on the consolidated balance sheets. Interest rate swaps are predominantly traded in over-the-counter markets and, as such, values are determined using widely accepted discounted cash flow models, which are Level 2 measurements. These discounted cash flow models use projections of future cash payments/receipts that are discounted at an appropriate index rate. Regions utilizes OIS curves as fair value measurement inputs for the valuation of interest rate and commodity derivatives. The projected future cash flows are sourced from an assumed yield curve, which is consistent with industry standards and conventions. These valuations are adjusted for the unsecured credit risk at the reporting date, which considers collateral posted and the impact of master netting agreements. For options and futures contracts traded in over-the-counter markets, values are determined using discounted cash flow analyses and option pricing models based on market rates and volatilities, which are Level 2 measurements. Interest rate lock commitments on loans intended

for sale and risk participations categorized as credit derivatives are valued using option pricing models that incorporate significant unobservable inputs, and therefore are Level 3 measurements.

#### ITEMS MEASURED AT FAIR VALUE ON A NON-RECURRING BASIS

From time to time, certain assets may be recorded at fair value on a non-recurring basis. These non-recurring fair value adjustments typically are a result of the application of lower of cost or fair value accounting or a write-down occurring during the period. For example, if the fair value of an asset in these categories falls below its cost basis, it is considered to be at fair value at the end of the period of the adjustment. In periods where there is no adjustment, the asset is generally not considered to be at fair value. The following is a description of the valuation methodologies used for assets measured at fair value on a non-recurring basis.

**Foreclosed property and other real estate** is carried in other assets at the lower of the recorded investment in the loan or fair value less estimated costs to sell the property. The fair value for foreclosed property that is based on either observable transactions of similar instruments or formally committed sale prices is classified as a Level 2 measurement. If no formally committed sale price is available, Regions also obtains valuations from professional valuation experts and/or third party appraisers. Updated valuations are obtained on at least an annual basis. Foreclosed property exceeding established dollar thresholds is valued based on appraisals. Appraisals are performed by third-parties with appropriate professional certifications and conform to generally accepted appraisal standards as evidenced by the Uniform Standards of Professional Appraisal Practice. Regions' policies related to appraisals conform to regulations established by the Financial Institutions Reform, Recovery and Enforcement Act of 1989 and other regulatory guidance. Professional valuations are considered Level 2 measurements because they are based largely on observable inputs. Regions has a centralized appraisal review function that is responsible for reviewing appraisals for compliance with banking regulations and guidelines as well as appraisal standards. Based on these reviews, Regions may make adjustments to the market value conclusions determined in the appraisals of real estate (either as other real estate or loans held for sale) when the appraisal review function determines that the valuation is based on inappropriate assumptions or where the conclusion is not sufficiently supported by the market data presented in the appraisal. Adjustments to the market value conclusions are discussed with the professional valuation experts and/or third-party appraisers; the magnitude of the adjustments that are not mutually agreed upon is insignificant. Adjustments, if made, must be based on sufficient information available to support an alternate opinion of market value. An estimated standard discount factor, which is updated at least annually, is applied to the appraisal amount for certain commercial and investor real estate properties when the recorded investment in the loan is transferred into foreclosed property. Internally adjusted valuations are considered Level 3 measurements as management uses assumptions that may not be observable in the market. These non-recurring fair value measurements are typically recorded on the date an updated offered quote, appraisal, or third-party valuation is received.

**Equity investments without a readily determinable fair value** are adjusted prospectively to estimated fair value when an observable price transaction for a same or similar investment with the same issuer occurs; these valuations are Level 3 measurements.

**Loans held for sale** for which the fair value option has not been elected are recorded at the lower of cost or fair value and therefore may be reported at fair value on a non-recurring basis. The fair values for commercial loans held for sale are based on Company-specific data not observable in the market. These valuations are Level 3 measurements.

#### FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used by the Company in estimating fair values of financial instruments that are not disclosed above:

**Cash and cash equivalents:** The carrying amounts reported in the consolidated balance sheets and statements of cash flows approximate the estimated fair values. Because these amounts generally relate to either currency or highly liquid assets, these are considered Level 1 valuations.

**Debt securities held to maturity:** The fair values of debt securities held to maturity are estimated in the same manner as the corresponding debt securities available for sale, which are measured at fair value on a recurring basis.

**Loans, (excluding capital leases), net of unearned income and allowance for loan losses:** A discounted cash flow method under the income approach is utilized to estimate the fair value of the loan portfolio. The discounted cash flow method relies upon assumptions about the amount and timing of scheduled principal and interest payments, principal prepayments, and current market rates. The loan portfolio is aggregated into categories based on loan type and credit quality. For each loan category, weighted average statistics, such as coupon rate, age, and remaining term are calculated. These are Level 3 valuations.

**Other earning assets (excluding equity investments and operating leases):** The carrying amounts reported in the consolidated balance sheets approximate the estimated fair values. While these instruments are not actively traded in the market, the majority of the inputs required to value them are actively quoted and can be validated through external sources. Accordingly, these are Level 2 valuations.

**Deposits:** The fair value of non-interest-bearing demand accounts, interest-bearing transaction accounts, savings accounts, money market accounts and certain other time deposit accounts is the amount payable on demand at the reporting date (i.e., the

carrying amount). Fair values for certificates of deposit are estimated by using discounted cash flow analyses, based on market spreads to benchmark rates. These are Level 2 valuations.

**Short-term and long-term borrowings:** The carrying amounts of short-term borrowings reported in the consolidated balance sheets approximate the estimated fair values, and are considered Level 2 measurements as similar instruments are traded in active markets. The fair values of certain long-term borrowings are estimated using quoted market prices of identical instruments in active markets and are considered Level 1 measurements. The fair values of certain long term borrowings are estimated using quoted market prices of identical instruments in non-active markets and are considered Level 2 valuations. Otherwise, valuations are based on non-binding broker quotes and are considered Level 3 valuations.

**Loan commitments and letters of credit:** The estimated fair values for these off-balance sheet instruments are based on probabilities of funding to project future loan fundings, which are discounted using the loan methodology described above. The premiums/discounts are adjusted for the time value of money over the average remaining life of the commitments and the opportunity cost associated with regulatory requirements. Because the probabilities of funding and loan valuations are not observable in the market and are considered Company specific inputs, these are Level 3 valuations.

See Note 22 for additional information related to fair value measurements.



**RECENT ACCOUNTING PRONOUNCEMENTS AND ACCOUNTING CHANGES**

The following table provides a brief description of accounting standards adopted in 2019 and those that could have a material impact to Regions' consolidated financial statements upon adoption in the future.

Standard	Description	Required Date of Adoption	Effect on Regions' financial statements or other significant matters
<b>Standards Adopted (or partially adopted) in 2019</b>			
<p>ASU 2016-02, Leases</p> <p>ASU 2018-01, Land Easement Practical Expedient for Transition to Topic 842</p> <p>ASU 2018-10, Narrow Amendments to Topic 842</p> <p>ASU 2018-11, Targeted Improvements to Topic 842</p> <p>ASU 2018-20, Narrow-Scope Improvements for Lessors</p> <p>ASU 2019-01, Codification Improvements</p>	<p>This ASU creates ASC Topic 842, Leases, and supersedes Topic 840, Leases. The new guidance requires lessees to record a right-of-use asset and a corresponding liability equal to the present value of future rental payments on their balance sheets for all leases with a term greater than one year. There are not significant changes to lessor accounting; however, there were certain improvements made to align lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. This guidance expands both quantitative and qualitative required disclosures.</p>	<p>January 1, 2019</p>	<p>Regions adopted the standard on January 1, 2019 using the optional transition method, which allowed for a modified retrospective method of adoption with an immaterial cumulative effect adjustment to retained earnings without restating comparable periods. Regions elected the relief package of practical expedients for which there is no requirement to reassess existence of leases, their classification, and initial direct costs. Regions also applied the exemption for short-term leases with a term of less than one year, whereby Regions does not recognize a lease liability or right-of-use asset on the balance sheet but instead recognizes lease payments as an expense over the lease term as appropriate. For property leases, Regions did not elect the practical expedient to combine lease and non-lease components.</p> <p>The standard resulted in recognition of right-of-use assets and lease liabilities for operating leases, while accounting for finance leases remains largely unchanged. Adoption of the standard resulted in the recognition of additional right-of-use assets and lease liabilities for operating leases of approximately \$451 million as of January 1, 2019.</p> <p>Operating lease right-of-use assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As most leases do not state an implicit rate, Regions utilizes the incremental borrowing rate based on information available at the commencement date to determine the present value of the lease payments. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the option will be exercised. Lease expenses are recognized on a straight-line basis over the lease term.</p>
<p>ASU 2017-08, Receivables-Nonrefundable Fees and Other Costs</p>	<p>This ASU amends Subtopic 310-20, Receivables-Nonrefundable Fees and Other Costs, to shorten the amortization period for certain purchased callable debt securities held at a premium to the earliest call date. Current guidance generally requires entities to amortize a premium as a yield adjustment over the contractual life of the instrument. Shortening the amortization period is generally expected to more closely align the recognition of interest income with expectations incorporated into the pricing of the underlying securities. The amendments do not affect the accounting treatment of discounts. This ASU should be adopted on a modified retrospective basis.</p>	<p>January 1, 2019</p>	<p>The adoption of this guidance did not have a material impact.</p>

Standard	Description	Required Date of Adoption	Effect on Regions' financial statements or other significant matters
<b>Standards Adopted (or partially adopted) in 2019 (continued)</b>			
ASU 2018-07, Compensation - Stock Compensation	This ASU amends and expands the scope of Topic 718, Compensation-Stock Compensation, to include share-based payment transactions for acquiring goods and services for non-employees. Under this guidance, the accounting for share-based payments to non-employees and employees will be substantially aligned. The measurement of equity-classified non-employee awards will now be fixed at the grant date.	January 1, 2019	The adoption of this guidance did not have a material impact.
ASU 2018-09, Codification Improvements	The FASB issued this ASU to clarify, improve, and correct errors in the Codification. The ASU covers nine amendments, which affect a wide variety of Topics including business combinations, debt, derivatives and hedging, and defined contribution pension plans. Some amendments do not require transition guidance and are effective upon issuance, while others will be applicable for Regions starting in 2019.	January 1, 2019	The adoption of this guidance did not have a material impact.
ASU 2018-16, Derivatives and Hedging	This ASU amends Topic 815, Derivatives and Hedging, to expand the list of U.S. benchmark interest rates permitted in applying hedge accounting. The amendments permit all entities that elect to apply hedge accounting to benchmark interest rate hedges under ASC 815, Derivatives and Hedging, to use the OIS rate based on the SOFR as a U.S. benchmark interest rate in addition to the four eligible U.S. benchmark interest rates. The amendments should be applied prospectively for qualifying new or redesignated hedging relationships entered into on or after the date of adoption.	January 1, 2019	The adoption of this guidance did not have a material impact.
ASU 2019-07, Codification Improvements in Response to the SEC's Disclosure Update and Simplification Initiative	This ASU incorporates the SEC's final rules on Disclosure Update and Simplification and Investment Company Reporting Modernization. In 2018, the SEC issued Release No. 33-10532, Disclosure Update and Simplification, which amended certain disclosure requirements that had become redundant, outdated or superseded.	July 19, 2019 Effective upon issuance.	The adoption of this guidance did not have a material impact.

Standard	Description	Required Date of Adoption	Effect on Regions' financial statements or other significant matters
<b>Standards Not Yet Adopted</b>			
<p>ASU 2016-13, Measurement of Credit Losses on Financial Instruments</p> <p>ASU 2018-19, Codification Improvements to Topic 326</p> <p>ASU 2019-04, Codification Improvements to Topic 326</p> <p>ASU 2019-05, Targeted Transition Relief to Topic 326</p> <p>ASU 2019-11, Financial Instruments - Credit Losses</p>	<p>This ASU amends Topic 326, Financial Instruments-Credit Losses to replace the current incurred loss accounting model with a current expected credit loss approach (CECL) for financial instruments measured at amortized cost and other commitments to extend credit. The amendments require entities to consider all available relevant information when estimating current expected credit losses, including details about past events, current conditions, and reasonable and supportable forecasts. The resulting allowance for credit losses is to reflect the portion of the amortized cost basis that the entity does not expect to collect. The amendments also eliminate the current accounting model for purchased credit impaired loans and debt securities. Additional quantitative and qualitative disclosures are required upon adoption. While the CECL model does not apply to available for sale debt securities, the ASU does require entities to record an allowance when recognizing credit losses for available for sale securities, rather than reduce the amortized cost of the securities by direct write-offs. The ASU should be adopted on a modified retrospective basis. Entities that have loans accounted for under ASC 310-30 at the time of adoption should prospectively apply the guidance in this amendment for purchase credit deteriorated assets.</p>	<p>January 1, 2020</p>	<p>Regions expects that the allowance for credit losses of \$914 million will increase by approximately \$500 million upon adoption. This estimate is based on loan exposure balances and Regions' internally developed macroeconomic forecast as of January 1, 2020, which provides for a relatively stable macroeconomic environment over a two year reasonable and supportable forecast period, as compared to the December 31, 2019 macroeconomic environment. After the forecast period, the Company reverts to longer term historical loss experience, adjusted for prepayments, to estimate losses over the remaining life.</p> <p>The estimated increase in the allowance at adoption is primarily the result of significant increases within the consumer portfolio segment, specifically residential first mortgages, home equity loans, home equity lines, and indirect-other consumer. The impact to the residential first mortgage and home equity classes is mainly driven by their longer time to maturity. Additionally, a significant portion of the indirect-other consumer class is unsecured lending through third parties which yield higher loss rates. Under CECL, these higher loss rates compounded over a life of loan estimate result in a significantly larger allowance estimate.</p> <p>A suite of controls including governance, data, forecast and model controls is in place to support the disclosed estimate.</p> <p>The impact will be reflected as a reduction of approximately \$375 million to retained earnings and an increase of approximately \$125 million to deferred tax assets. Federal banking regulatory agencies have provided relief, which Regions intends to adopt, for an initial capital decrease at adoption by allowing the impact to be phased-in, such that 25% of the transitional amounts are phased-in with the impact of adoption completely recognized by the beginning of the fourth year. The adoption of CECL in 2020 may also impact Regions' ongoing earnings, perhaps materially, due in part to changes in loan portfolio composition, changes in credit metrics, and changes in the macroeconomic forecast.</p> <p>Regions expects no material allowance on available for sale or held to maturity securities. Most of the held to maturity portfolio consists of agency-backed securities that inherently have an immaterial risk of loss.</p>
<p>ASU 2017-04, Simplifying the Test for Goodwill Impairment</p>	<p>This ASU amends Topic 350, Intangibles-Goodwill and Other, and eliminates Step 2 from the goodwill impairment test.</p>	<p>January 1, 2020</p>	<p>Regions adopted this guidance as of January 1, 2020 with no material impact.</p>
<p>ASU 2018-15, Customer's Accounting for Fees Paid in a Cloud Computing Arrangement</p>	<p>This ASU amends Topic 350-40, Intangibles-Goodwill and Other-Internal-Use Software, regarding a customer's accounting for implementation, set-up, and other upfront costs incurred in a cloud computing arrangement that is hosted by the vendor, i.e. a service contract. Customers will apply the same criteria for capitalizing implementation costs as they would for an arrangement that has a software license. The amendments also prescribe the balance sheet, income statement, and cash flow classification of the capitalized implementation costs and related amortization expense, and require additional quantitative and qualitative disclosures.</p>	<p>January 1, 2020</p>	<p>Regions adopted this guidance as of January 1, 2020 with no material impact.</p>
<p>ASU 2018-17, Targeted Improvements to Related Party Guidance for Variable Interest Entities</p>	<p>This ASU amends Topic 810, Consolidation, guidance on how all reporting entities evaluate indirect interests held through related parties in common control arrangements when determining whether fees paid to decision makers and service providers are variable interests.</p>	<p>January 1, 2020</p>	<p>Regions adopted this guidance as of January 1, 2020 with no material impact.</p>

Standard	Description	Required Date of Adoption	Effect on Regions' financial statements or other significant matters
<b>Standards Not Yet Adopted (continued)</b>			
ASU 2019-04, Codification Improvements to Topics 815 and 825	<p>This ASU amends Topic 815, Derivatives and Hedging, by providing clarification on ASU 2017-12, which the Company previously adopted. The amendment provides clarity on the term used to measure the change in fair value on a partial term hedge of interest rate risk. The amendment also provides additional guidance on the amortization of the basis adjustment on partial term hedges.</p> <p>This ASU also amends Topic 825, Financial Instruments, by providing clarification on ASU 2016-01, which the Company previously adopted. The amendment clarifies that an entity must remeasure a security without a readily determinable fair value at fair value in accordance with Topic 820 when an orderly transaction is identified for an identical or similar investment.</p>	January 1, 2020	Regions adopted this guidance as of January 1, 2020 with no material impact.
ASU 2019-08 Compensation - Stock Compensation (Topic 718) and Revenue from Contracts with Customers (Topic 606)	The amendments in this Update require that an entity measure and classify share-based payment awards granted to a customer by applying the guidance in Topic 718. The amount recorded as a reduction of the transaction price is required to be measured on the basis of the grant-date fair value of the share-based payment award measured in accordance with Topic 718. The grant date is the date at which a grantor (supplier) and grantee (customer) reach a mutual understanding of the key terms and conditions of a share-based payment award. The classification and subsequent measurement of the award are subject to the guidance in Topic 718 unless the share-based payment award is subsequently modified and the grantee is no longer a customer.	January 1, 2020	Regions adopted this guidance as of January 1, 2020 with no material impact.
ASU 2019-12 Income Taxes (Topic 740) - Simplifying the Accounting for Income Taxes	The amendments in this Update simplify the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. The amendments also improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance.	January 1, 2021	Regions is evaluating the impact upon adoption; however, the impact is not expected to be material.

## NOTE 2. VARIABLE INTEREST ENTITIES

Regions is involved in various entities that are considered to be VIEs, as defined by authoritative accounting literature. Generally, a VIE is a corporation, partnership, trust or other legal structure that either does not have equity investors with substantive voting rights or has equity investors that do not provide sufficient financial resources for the entity to support its activities. The following discusses the VIEs in which Regions has a significant interest.

### AFFORDABLE HOUSING TAX CREDIT INVESTMENTS

Regions periodically invests in various limited partnerships that sponsor affordable housing projects, which are funded through a combination of debt and equity. These partnerships meet the definition of a VIE. Regions uses the proportional amortization method to account for these investments. Due to the nature of the management activities of the general partner, Regions is not the primary beneficiary of these partnerships. See Note 1 for additional details. Additionally, Regions has loans or letters of credit commitments with certain limited partnerships. The funded portion of the loans and letters of credit are classified as commercial and industrial loans or investor real estate loans as applicable in Note 5.

A summary of Regions' affordable housing tax credit investments and related loans and letters of credit, representing Regions' maximum exposure to loss as of December 31 is as follows:

	2019	(In millions)		2018
Affordable housing tax credit investments included in other assets	\$	932	\$	1,021
Unfunded affordable housing tax credit commitments included in other liabilities		213		289
Loans and letters of credit commitments		265		329
Funded portion of loans and letters of credit commitments		157		166

	2019	2018	2017
	(In millions)		
Tax credits and other tax benefits recognized	\$ 165	\$ 174	\$ 189
Tax credit amortization expense included in provision for income taxes	131	137	160

In addition to the investments discussed above, Regions also syndicates affordable housing investments. In these syndication transactions, Regions creates affordable housing funds in which a subsidiary is the general partner or managing member and sells limited partnership interests to third parties. Regions' general partner or managing member interest represents an insignificant interest in the affordable housing fund. The affordable housing funds meet the definition of a VIE. As Regions is not the primary beneficiary and does not have a significant interest, these investments are not consolidated. At December 31, 2019 and 2018, the value of Regions' general partnership interest in affordable housing investments was immaterial.

### OTHER INVESTMENTS

Other investments determined to be VIEs include investments in CRA projects, SBICs, and other miscellaneous investments. A summary of Regions' equity method investments representing Regions' maximum exposure to loss as of December 31 is as follows:

	2019	(In millions)		2018
Gross equity method investments	\$	176	\$	122
Unfunded equity method commitments		72		49
Net funded equity method investments included in other assets	\$	104	\$	73

## NOTE 3. DISCONTINUED OPERATIONS

On April 4, 2018, Regions entered into a stock purchase agreement to sell Regions Insurance Group, Inc. and related affiliates to BB&T Insurance Holdings, Inc. (now Truist Insurance Holdings, Inc). The transaction closed on July 2, 2018. The gain associated with the transaction amounted to \$281 million (\$196 million after-tax).

In connection with the agreement, the results of the entities sold are reported in the Company's consolidated statements of income separately as discontinued operations for all periods presented.

On January 11, 2012, Regions entered into a stock purchase agreement to sell Morgan Keegan and related affiliates to Raymond James. The transaction closed on April 2, 2012. Regions Investment Management, Inc. (formerly known as Morgan Asset Management, Inc.) and Regions Trust were not included in the sale. In connection with the closing of the sale, Regions agreed to indemnify Raymond James for all litigation matters related to pre-closing activities. See Note 24 for related disclosure.

Results of operations for the Morgan Keegan entities sold are presented separately as discontinued operations for all periods presented on the consolidated statements of income.

The following table represents the condensed results of operations for the Regions Insurance Group, Inc. entities sold as discontinued operations in 2018:

	Year Ended December 31	
	2018	2017
	(In millions)	
Interest income	\$ 1	\$ 1
Interest expense	—	—
Net interest income	1	1
Non-interest income:		
Securities gains (losses), net	(1)	3
Insurance commissions and fees	69	140
Gain on sale of business	281	—
Other	—	3
Total non-interest income	349	146
Non-interest expense:		
Salaries and employee benefits	49	96
Net occupancy expense	3	6
Furniture and equipment expense	2	4
Other	16	30
Total non-interest expense	70	136
Income from discontinued operations before income taxes	280	11
Income tax expense (benefit)	84	(5)
Income from discontinued operations, net of tax	\$ 196	\$ 16

The following table represents the condensed results of operations for both the Regions Insurance Group, Inc. entities and Morgan Keegan and Company, Inc. and related affiliates as discontinued operations:

	Year Ended December 31		
	2019	2018	2017
	(In millions, except per share data)		
Income from discontinued operations before income taxes	\$ —	\$ 271	\$ 19
Income tax expense (benefit)	—	80	(3)
Income from discontinued operations, net of tax	\$ —	\$ 191	\$ 22
Earnings per common share from discontinued operations:			
Basic	\$ 0.00	\$ 0.18	\$ 0.02
Diluted	\$ 0.00	\$ 0.17	\$ 0.02



**NOTE 4. DEBT SECURITIES**

The amortized cost, gross unrealized gains and losses, and estimated fair value of debt securities held to maturity and debt securities available for sale are as follows:

December 31, 2019							
Amortized Cost	Recognized in OCI <sup>(1)</sup>		Carrying Value	Not recognized in OCI		Estimated Fair Value	
	Gross Unrealized Gains	Gross Unrealized Losses		Gross Unrealized Gains	Gross Unrealized Losses		
(In millions)							
<b>Debt securities held to maturity:</b>							
Mortgage-backed securities:							
Residential agency	\$ 736	\$ —	\$ (26)	\$ 710	\$ 22	\$ —	\$ 732
Commercial agency	625	—	(3)	622	20	(2)	640
	<u>\$ 1,361</u>	<u>\$ —</u>	<u>\$ (29)</u>	<u>\$ 1,332</u>	<u>\$ 42</u>	<u>\$ (2)</u>	<u>\$ 1,372</u>
<b>Debt securities available for sale:</b>							
U.S. Treasury securities	\$ 180	\$ 2	\$ —	\$ 182			\$ 182
Federal agency securities	42	1	—	43			43
Mortgage-backed securities:							
Residential agency	15,336	218	(38)	15,516			15,516
Residential non-agency	1	—	—	1			1
Commercial agency	4,720	77	(31)	4,766			4,766
Commercial non-agency	639	8	—	647			647
Corporate and other debt securities	1,414	38	(1)	1,451			1,451
	<u>\$ 22,332</u>	<u>\$ 344</u>	<u>\$ (70)</u>	<u>\$ 22,606</u>			<u>\$ 22,606</u>
December 31, 2018							
Amortized Cost	Recognized in OCI <sup>(1)</sup>		Carrying Value	Not recognized in OCI		Estimated Fair Value	
	Gross Unrealized Gains	Gross Unrealized Losses		Gross Unrealized Gains	Gross Unrealized Losses		
(In millions)							
<b>Debt securities held to maturity:</b>							
Mortgage-backed securities:							
Residential agency	\$ 883	\$ —	\$ (32)	\$ 851	\$ 1	\$ (10)	\$ 842
Commercial agency	634	—	(3)	631	—	(13)	618
	<u>\$ 1,517</u>	<u>\$ —</u>	<u>\$ (35)</u>	<u>\$ 1,482</u>	<u>\$ 1</u>	<u>\$ (23)</u>	<u>\$ 1,460</u>
<b>Debt securities available for sale:</b>							
U.S. Treasury securities	\$ 284	\$ —	\$ (4)	\$ 280			\$ 280
Federal agency securities	43	—	—	43			43
Mortgage-backed securities:							
Residential agency	17,064	26	(466)	16,624			16,624
Residential non-agency	2	—	—	2			2
Commercial agency	3,891	8	(64)	3,835			3,835
Commercial non-agency	768	2	(10)	760			760
Corporate and other debt securities	1,206	2	(23)	1,185			1,185
	<u>\$ 23,258</u>	<u>\$ 38</u>	<u>\$ (567)</u>	<u>\$ 22,729</u>			<u>\$ 22,729</u>

(1) The gross unrealized losses recognized in OCI on securities held to maturity resulted from a transfer of securities available for sale to held to maturity in the second quarter of 2013.

Debt securities with carrying values of \$8.3 billion and \$7.9 billion at December 31, 2019 and 2018, respectively, were pledged to secure public funds, trust



deposits and certain borrowing arrangements. Included within total pledged securities is approximately \$24 million of encumbered U.S. Treasury securities at both December 31, 2019 and 2018.

The amortized cost and estimated fair value of debt securities held to maturity and debt securities available for sale at December 31, 2019, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Estimated Fair Value
(In millions)		
<b>Debt securities held to maturity:</b>		
Mortgage-backed securities:		
Residential agency	\$ 736	\$ 732
Commercial agency	625	640
	<u>\$ 1,361</u>	<u>\$ 1,372</u>
<b>Debt securities available for sale:</b>		
Due in one year or less	\$ 79	\$ 79
Due after one year through five years	1,089	1,110
Due after five years through ten years	415	432
Due after ten years	53	55
Mortgage-backed securities:		
Residential agency	15,336	15,516
Residential non-agency	1	1
Commercial agency	4,720	4,766
Commercial non-agency	639	647
	<u>\$ 22,332</u>	<u>\$ 22,606</u>

The following tables present gross unrealized losses and the related estimated fair value of debt securities held to maturity and debt securities available for sale at December 31, 2019 and 2018. For debt securities transferred to held to maturity from available for sale, the analysis in the tables below is comparing the securities' original amortized cost to its current estimated fair value. These securities are segregated between investments that have been in a continuous unrealized loss position for less than twelve months and for twelve months or more.

	December 31, 2019					
	Less Than Twelve Months		Twelve Months or More		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
(In millions)						
<b>Debt securities held to maturity:</b>						
Mortgage-backed securities:						
Residential agency	\$ 82	\$ —	\$ 501	\$ (5)	\$ 583	\$ (5)
Commercial agency	—	—	127	(5)	127	(5)
	<u>\$ 82</u>	<u>\$ —</u>	<u>\$ 628</u>	<u>\$ (10)</u>	<u>\$ 710</u>	<u>\$ (10)</u>
<b>Debt securities available for sale:</b>						
Mortgage-backed securities:						
Residential agency	2,402	(11)	2,505	(27)	4,907	(38)
Commercial agency	1,449	(31)	73	—	1,522	(31)
Corporate and other debt securities	19	—	32	(1)	51	(1)
	<u>\$ 3,870</u>	<u>\$ (42)</u>	<u>\$ 2,610</u>	<u>\$ (28)</u>	<u>\$ 6,480</u>	<u>\$ (70)</u>

	December 31, 2018					
	Less Than Twelve Months		Twelve Months or More		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
	(In millions)					
<b>Debt securities held to maturity:</b>						
Mortgage-backed securities:						
Residential agency	\$ —	\$ —	\$ 842	\$ (42)	\$ 842	\$ (42)
Commercial agency	486	(7)	132	(9)	618	(16)
	<u>\$ 486</u>	<u>\$ (7)</u>	<u>\$ 974</u>	<u>\$ (51)</u>	<u>\$ 1,460</u>	<u>\$ (58)</u>
<b>Debt securities available for sale:</b>						
U.S. Treasury securities	\$ —	\$ —	\$ 261	\$ (4)	\$ 261	\$ (4)
Mortgage-backed securities:						
Residential agency	2,830	(37)	11,010	(429)	13,840	(466)
Commercial agency	1,073	(13)	2,254	(51)	3,327	(64)
Commercial non-agency	229	(1)	404	(9)	633	(10)
Corporate and other debt securities	659	(11)	310	(12)	969	(23)
	<u>\$ 4,791</u>	<u>\$ (62)</u>	<u>\$ 14,239</u>	<u>\$ (505)</u>	<u>\$ 19,030</u>	<u>\$ (567)</u>

The number of individual debt positions in an unrealized loss position in the tables above decreased from 1,379 at December 31, 2018 to 500 at December 31, 2019. The decrease in the number of securities and the total amount of gross unrealized losses was primarily due to changes in market interest rates. In instances where an unrealized loss existed, there was no indication of an adverse change in credit on the underlying positions in the tables above. As it relates to these positions, management believes no individual unrealized loss, other than those discussed below, represented an OTTI as of those dates. The Company does not intend to sell, and it is not more likely than not that the Company will be required to sell, the positions before the recovery of their amortized cost basis, which may be at maturity.

As part of the Company's normal process for evaluating OTTI, management did identify a limited number of positions where an OTTI was believed to exist during 2019.

Gross realized gains and gross realized losses on sales of debt securities available for sale from continuing operations are shown in the table below. The cost of securities sold is based on the specific identification method.

	2019	2018	2017
	(In millions)		
Gross realized gains	\$ 16	\$ 4	\$ 22
Gross realized losses	(43)	(1)	(5)
OTTI	(1)	(2)	(1)
Debt securities available for sale gains (losses), net <sup>(1)</sup>	<u>\$ (28)</u>	<u>\$ 1</u>	<u>\$ 16</u>

(1) The securities gains (losses), net balances above exclude net trading securities gains of \$3 million recognized during 2017.

## NOTE 5. LOANS

The following table presents the distribution of Regions' loan portfolio by segment and class, net of unearned income as of December 31:

	2019	2018
	(In millions)	
Commercial and industrial	\$ 39,971	\$ 39,282
Commercial real estate mortgage—owner-occupied	5,537	5,549
Commercial real estate construction—owner-occupied	331	384
Total commercial	<u>45,839</u>	<u>45,215</u>
Commercial investor real estate mortgage	4,936	4,650
Commercial investor real estate construction	1,621	1,786
Total investor real estate	<u>6,557</u>	<u>6,436</u>
Residential first mortgage	14,485	14,276

Home equity	8,384	9,257
Indirect—vehicles	1,812	3,053
Indirect—other consumer	3,249	2,349
Consumer credit card	1,387	1,345
Other consumer	1,250	1,221
Total consumer	30,567	31,501
Total loans, net of unearned income <sup>(1)</sup>	\$ 82,963	\$ 83,152

(1) Loans are presented net of unearned income, unamortized discounts and premiums and net deferred loan costs of \$11 million and \$(4) million at December 31, 2019 and 2018, respectively.

During 2019 and 2018, Regions purchased approximately \$1.5 billion and \$503 million in indirect-other consumer and commercial and industrial loans from third parties, respectively.

In January 2019, Regions decided to discontinue its indirect auto lending business due to margin compression impacting overall returns on the portfolio. Regions ceased originating new indirect auto loans in the first quarter of 2019 and completed any in-process indirect auto loan closings by the end of the second quarter of 2019. The Company will remain in the direct auto lending business.

At December 31, 2019, \$21.6 billion in securities and net eligible loans held by Regions were pledged to secure current and potential borrowings from the FHLB. At December 31, 2019, an additional \$22.7 billion in net eligible loans held by Regions were pledged to the FRB for potential borrowings.

See Note 14 for details regarding Regions' investment in sales-type, direct financing, and leveraged leases included within the commercial and industrial loan portfolio.

#### **NOTE 6. ALLOWANCE FOR CREDIT LOSSES**

Regions determines the appropriate level of the allowance on a quarterly basis. The methodology is described in Note 1.

#### **ROLLFORWARD OF ALLOWANCE FOR CREDIT LOSSES**

The following tables present analyses of the allowance for credit losses by portfolio segment for the years ended December 31, 2019, 2018 and 2017. The total allowance for loan losses and the related loan portfolio ending balances are disaggregated to detail the amounts derived through individual evaluation and collective evaluation for impairment. The allowance for loan losses related to individually evaluated loans is attributable to reserves for non-accrual commercial and investor real estate loans and all TDRs. The allowance for loan losses and the loan portfolio ending balances related to collectively evaluated loans is attributable to the remainder of the portfolio.

	2019			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2019	\$ 520	\$ 58	\$ 262	\$ 840
Provision (credit) for loan losses	138	(16)	265	387
Loan losses:				
Charge-offs	(150)	(1)	(292)	(443)
Recoveries	29	4	52	85
Net loan losses	(121)	3	(240)	(358)
Allowance for loan losses, December 31, 2019	537	45	287	869
Reserve for unfunded credit commitments, January 1, 2019	47	4	—	51
Provision (credit) for unfunded credit losses	(6)	—	—	(6)
Reserve for unfunded credit commitments, December 31, 2019	41	4	—	45
Allowance for credit losses, December 31, 2019	\$ 578	\$ 49	\$ 287	\$ 914
Portion of ending allowance for loan losses:				
Individually evaluated for impairment	\$ 120	\$ 4	\$ 29	\$ 153
Collectively evaluated for impairment	417	41	258	716
Total allowance for loan losses	\$ 537	\$ 45	\$ 287	\$ 869
Portion of loan portfolio ending balance:				
Individually evaluated for impairment	\$ 537	\$ 34	\$ 381	\$ 952
Collectively evaluated for impairment	45,302	6,523	30,186	82,011
Total loans evaluated for impairment	\$ 45,839	\$ 6,557	\$ 30,567	\$ 82,963

	2018			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2018	\$ 591	\$ 64	\$ 279	\$ 934
Provision (credit) for loan losses	32	(5)	202	229
Loan losses:				
Charge-offs	(148)	(9)	(276)	(433)
Recoveries	45	8	57	110
Net loan losses	(103)	(1)	(219)	(323)
Allowance for loan losses, December 31, 2018	520	58	262	840
Reserve for unfunded credit commitments, January 1, 2018	49	4	—	53
Provision (credit) for unfunded credit losses	(2)	—	—	(2)
Reserve for unfunded credit commitments, December 31, 2018	47	4	—	51
Allowance for credit losses, December 31, 2018	\$ 567	\$ 62	\$ 262	\$ 891
Portion of ending allowance for loan losses:				
Individually evaluated for impairment	\$ 104	\$ 2	\$ 26	\$ 132
Collectively evaluated for impairment	416	56	236	708
Total allowance for loan losses	\$ 520	\$ 58	\$ 262	\$ 840
Portion of loan portfolio ending balance:				
Individually evaluated for impairment	\$ 490	\$ 25	\$ 419	\$ 934
Collectively evaluated for impairment	44,725	6,411	31,082	82,218
Total loans evaluated for impairment	\$ 45,215	\$ 6,436	\$ 31,501	\$ 83,152



	2017			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2017	\$ 753	\$ 85	\$ 253	\$ 1,091
Provision (credit) for loan losses	(28)	(42)	220	150
Loan losses:				
Charge-offs	(176)	(2)	(256)	(434)
Recoveries	42	23	62	127
Net loan losses	(134)	21	(194)	(307)
Allowance for loan losses, December 31, 2017	591	64	279	934
Reserve for unfunded credit commitments, January 1, 2017	64	5	—	69
Provision (credit) for unfunded credit losses	(15)	(1)	—	(16)
Reserve for unfunded credit commitments, December 31, 2017	49	4	—	53
Allowance for credit losses, December 31, 2017	\$ 640	\$ 68	\$ 279	\$ 987
Portion of ending allowance for loan losses:				
Individually evaluated for impairment	\$ 171	\$ 8	\$ 47	\$ 226
Collectively evaluated for impairment	420	56	232	708
Total allowance for loan losses	\$ 591	\$ 64	\$ 279	\$ 934
Portion of loan portfolio ending balance:				
Individually evaluated for impairment	\$ 756	\$ 96	\$ 706	\$ 1,558
Collectively evaluated for impairment	41,884	5,738	30,767	78,389
Total loans evaluated for impairment	\$ 42,640	\$ 5,834	\$ 31,473	\$ 79,947

## PORTFOLIO SEGMENT RISK FACTORS

The following describe the risk characteristics relevant to each of the portfolio segments.

**Commercial**—The commercial portfolio segment includes commercial and industrial loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases or other expansion projects. Commercial also includes owner-occupied commercial real estate mortgage loans to operating businesses, which are loans for long-term financing of land and buildings, and are repaid by cash flow generated by business operations. Owner-occupied construction loans are made to commercial businesses for the development of land or construction of a building where the repayment is derived from revenues generated from the business of the borrower. Collection risk in this portfolio is driven by the creditworthiness of underlying borrowers, particularly cash flow from customers' business operations, and the sensitivity to market fluctuations in commodity prices.

**Investor Real Estate**—Loans for real estate development are repaid through cash flow related to the operation, sale or refinance of the property. This portfolio segment includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of real estate or income generated from the real estate collateral. A portion of Regions' investor real estate portfolio segment consists of loans secured by residential product types (land, single-family and condominium loans) within Regions' markets. Additionally, these loans are made to finance income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers. Loans in this portfolio segment are particularly sensitive to the valuation of real estate.

**Consumer**—The consumer portfolio segment includes residential first mortgage, home equity, indirect-vehicles, indirect-other consumer, consumer credit card, and other consumer loans. Residential first mortgage loans represent loans to consumers to finance a residence. These loans are typically financed over a 15 to 30 year term and, in most cases, are extended to borrowers to finance their primary residence. Home equity lending includes both home equity loans and lines of credit. This type of lending, which is secured by a first or second mortgage on the borrower's residence, allows customers to borrow against the equity in their home. Real estate market values as of the time the loan or line is secured directly affect the amount of credit extended and, in addition, changes in these values impact the depth of potential losses. Indirect-vehicles lending, which is lending initiated through third-party business partners, largely consists of loans made through automotive dealerships. Regions decided in January 2019 to discontinue its indirect auto lending business. Indirect-other consumer lending includes other lending through third parties. Consumer credit card lending includes Regions branded consumer credit card accounts. Other consumer loans include other revolving consumer accounts, direct consumer loans, and overdrafts. Loans in this portfolio segment are sensitive to unemployment and other key consumer economic measures.

## CREDIT QUALITY INDICATORS

The following tables present credit quality indicators for the loan portfolio segments and classes, excluding loans held for sale, as of December 31, 2019 and 2018.

Commercial and investor real estate portfolio segments are detailed by categories related to underlying credit quality and probability of default. Regions assigns these categories at loan origination and reviews the relationship utilizing a risk-based approach on, at minimum, an annual basis or at any time management becomes aware of information affecting the borrowers' ability to fulfill their obligations. Both quantitative and qualitative factors are considered in this review process. These categories are utilized to develop the associated allowance for credit losses.

- Pass—includes obligations where the probability of default is considered low;
- Special Mention—includes obligations that have potential weakness that may, if not reversed or corrected, weaken the credit or inadequately protect the Company's position at some future date. Obligations in this category may also be subject to economic or market conditions that may, in the future, have an adverse effect on debt service ability;
- Substandard Accrual—includes obligations that exhibit a well-defined weakness that presently jeopardizes debt repayment, even though they are currently performing. These obligations are characterized by the distinct possibility that the Company may incur a loss in the future if these weaknesses are not corrected;
- Non-accrual—includes obligations where management has determined that full payment of principal and interest is in doubt.

Substandard accrual and non-accrual loans are often collectively referred to as "classified." Special mention, substandard accrual, and non-accrual loans are often collectively referred to as "criticized and classified." Classes in the consumer portfolio segment are disaggregated by accrual status.

	2019				
	Pass	Special Mention	Substandard Accrual	Non-accrual	Total
	(In millions)				
Commercial and industrial	\$ 38,318	\$ 598	\$ 708	\$ 347	\$ 39,971
Commercial real estate mortgage—owner-occupied	5,183	110	171	73	5,537
Commercial real estate construction—owner-occupied	304	5	11	11	331
Total commercial	\$ 43,805	\$ 713	\$ 890	\$ 431	\$ 45,839
Commercial investor real estate mortgage	\$ 4,738	\$ 171	\$ 25	\$ 2	\$ 4,936
Commercial investor real estate construction	1,602	5	14	—	1,621
Total investor real estate	\$ 6,340	\$ 176	\$ 39	\$ 2	\$ 6,557

	2019		
	Accrual	Non-accrual	Total
	(In millions)		
Residential first mortgage	\$ 14,458	\$ 27	\$ 14,485
Home equity	8,337	47	8,384
Indirect—vehicles	1,812	—	1,812
Indirect—other consumer	3,249	—	3,249
Consumer credit card	1,387	—	1,387
Other consumer	1,250	—	1,250
Total consumer	\$ 30,493	\$ 74	\$ 30,567
			\$ 82,963



	2018				
	Pass	Special Mention	Substandard Accrual	Non-accrual	Total
	(In millions)				
Commercial and industrial	\$ 37,963	\$ 666	\$ 346	\$ 307	\$ 39,282
Commercial real estate mortgage—owner-occupied	5,193	208	81	67	5,549
Commercial real estate construction—owner-occupied	356	7	13	8	384
Total commercial	\$ 43,512	\$ 881	\$ 440	\$ 382	\$ 45,215
Commercial investor real estate mortgage	\$ 4,444	\$ 52	\$ 143	\$ 11	\$ 4,650
Commercial investor real estate construction	1,773	6	7	—	1,786
Total investor real estate	\$ 6,217	\$ 58	\$ 150	\$ 11	\$ 6,436

	Accrual	Non-accrual	Total
	(In millions)		
	Residential first mortgage	\$ 14,236	\$ 40
Home equity	9,194	63	9,257
Indirect—vehicles	3,053	—	3,053
Indirect—other consumer	2,349	—	2,349
Consumer credit card	1,345	—	1,345
Other consumer	1,221	—	1,221
Total consumer	\$ 31,398	\$ 103	\$ 31,501
			\$ 83,152

## AGING ANALYSIS

The following tables include an aging analysis of DPD for each portfolio segment and class as of December 31, 2019 and 2018:

	2019						
	Accrual Loans				Total Accrual	Non-accrual	Total
	30-59 DPD	60-89 DPD	90+ DPD	Total 30+ DPD			
	(In millions)						
Commercial and industrial	\$ 30	\$ 21	\$ 11	\$ 62	\$ 39,624	\$ 347	\$ 39,971
Commercial real estate mortgage—owner-occupied	11	3	1	15	5,464	73	5,537
Commercial real estate construction—owner-occupied	2	—	—	2	320	11	331
Total commercial	43	24	12	79	45,408	431	45,839
Commercial investor real estate mortgage	1	1	—	2	4,934	2	4,936
Commercial investor real estate construction	—	—	—	—	1,621	—	1,621
Total investor real estate	1	1	—	2	6,555	2	6,557
Residential first mortgage	83	47	136	266	14,458	27	14,485
Home equity	42	18	42	102	8,337	47	8,384
Indirect—vehicles	31	10	7	48	1,812	—	1,812
Indirect—other consumer	16	9	3	28	3,249	—	3,249
Consumer credit card	11	8	19	38	1,387	—	1,387
Other consumer	13	5	5	23	1,250	—	1,250
Total consumer	196	97	212	505	30,493	74	30,567
	\$ 240	\$ 122	\$ 224	\$ 586	\$ 82,456	\$ 507	\$ 82,963

2018								
Accrual Loans								
	30-59 DPD	60-89 DPD	90+ DPD	Total 30+ DPD	Total Accrual	Non-accrual	Total	
(In millions)								
Commercial and industrial	\$ 80	\$ 22	\$ 8	\$ 110	\$ 38,975	\$ 307	\$ 39,282	
Commercial real estate mortgage—owner-occupied	12	7	—	19	5,482	67	5,549	
Commercial real estate construction—owner-occupied	—	—	—	—	376	8	384	
Total commercial	92	29	8	129	44,833	382	45,215	
Commercial investor real estate mortgage	6	—	—	6	4,639	11	4,650	
Commercial investor real estate construction	—	—	—	—	1,786	—	1,786	
Total investor real estate	6	—	—	6	6,425	11	6,436	
Residential first mortgage	85	53	150	288	14,236	40	14,276	
Home equity	47	26	34	107	9,194	63	9,257	
Indirect—vehicles	40	11	9	60	3,053	—	3,053	
Indirect—other consumer	13	7	1	21	2,349	—	2,349	
Consumer credit card	12	9	20	41	1,345	—	1,345	
Other consumer	15	5	5	25	1,221	—	1,221	
Total consumer	212	111	219	542	31,398	103	31,501	
	\$ 310	\$ 140	\$ 227	\$ 677	\$ 82,656	\$ 496	\$ 83,152	

## IMPAIRED LOANS

The following tables present details related to the Company's impaired loans as of December 31, 2019 and 2018. Loans deemed to be impaired include all TDRs and all non-accrual commercial and investor real estate loans, excluding leases. Loans that have been fully charged-off do not appear in the tables below.

Non-accrual Impaired Loans 2019								
	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Book Value <sup>(3)</sup>			Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>	
			Total Impaired Loans on Non-accrual Status	Impaired Loans on Non-accrual Status with No Related Allowance	Impaired Loans on Non-accrual Status with Related Allowance			
(Dollars in millions)								
Commercial and industrial	\$ 444	\$ 97	\$ 347	\$ 66	\$ 281	\$ 80	39.9%	
Commercial real estate mortgage—owner-occupied	83	10	73	8	65	20	36.1	
Commercial real estate construction—owner-occupied	13	2	11	3	8	5	53.8	
Total commercial	540	109	431	77	354	105	39.6	
Commercial investor real estate mortgage	2	—	2	—	2	1	50.0	
Total investor real estate	2	—	2	—	2	1	50.0	
Residential first mortgage	23	7	16	—	16	2	39.1	
Home equity	6	1	5	—	5	—	16.7	
Total consumer	29	8	21	—	21	2	34.5	
	\$ 571	\$ 117	\$ 454	\$ 77	\$ 377	\$ 108	39.4%	

Accruing Impaired Loans 2019						
	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Book Value <sup>(3)</sup>	Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>	
(Dollars in millions)						
Commercial and industrial	\$ 93	\$ 1	\$ 92	\$ 14	16.1%	
Commercial real estate mortgage—owner-occupied	15	1	14	1	13.3	
Total commercial	108	2	106	15	15.7	
Commercial investor real estate mortgage	25	3	22	1	16.0	
Commercial investor real estate construction	10	—	10	2	20.0	
Total investor real estate	35	3	32	3	17.1	
Residential first mortgage	210	9	201	20	13.8	
Home equity	154	—	154	7	4.5	
Consumer credit card	1	—	1	—	—	
Other consumer	4	—	4	—	—	
Total consumer	369	9	360	27	9.8	
	<u>\$ 512</u>	<u>\$ 14</u>	<u>\$ 498</u>	<u>\$ 45</u>	<u>11.5%</u>	

**Total Impaired Loans 2019**

	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Book Value <sup>(3)</sup>		Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>	
			Total Impaired Loans	Impaired Loans with No Related Allowance			Impaired Loans with Related Allowance
(Dollars in millions)							
Commercial and industrial	\$ 537	\$ 98	\$ 439	\$ 66	\$ 373	\$ 94	35.8%
Commercial real estate mortgage—owner-occupied	98	11	87	8	79	21	32.7
Commercial real estate construction—owner-occupied	13	2	11	3	8	5	53.8
Total commercial	648	111	537	77	460	120	35.6
Commercial investor real estate mortgage	27	3	24	—	24	2	18.5
Commercial investor real estate construction	10	—	10	—	10	2	20.0
Total investor real estate	37	3	34	—	34	4	18.9
Residential first mortgage	233	16	217	—	217	22	16.3
Home equity	160	1	159	—	159	7	5.0
Consumer credit card	1	—	1	—	1	—	—
Other consumer	4	—	4	—	4	—	—
Total consumer	398	17	381	—	381	29	11.6
	<u>\$ 1,083</u>	<u>\$ 131</u>	<u>\$ 952</u>	<u>\$ 77</u>	<u>\$ 875</u>	<u>\$ 153</u>	<u>26.2%</u>

Non-accrual Impaired Loans 2018

	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Book Value <sup>(3)</sup>		Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>	
			Total Impaired Loans on Non-accrual Status	Impaired Loans on Non-accrual Status with No Related Allowance			
(Dollars in millions)							
Commercial and industrial	\$ 384	\$ 77	\$ 307	\$ 113	\$ 194	\$ 62	36.2%
Commercial real estate mortgage—owner-occupied	76	9	67	13	54	23	42.1
Commercial real estate construction—owner-occupied	9	1	8	—	8	3	44.4
Total commercial	469	87	382	126	256	88	37.3
Commercial investor real estate mortgage	11	—	11	4	7	1	9.1
Total investor real estate	11	—	11	4	7	1	9.1
Residential first mortgage	31	8	23	—	23	2	32.3
Home equity	11	2	9	—	9	—	18.2
Total consumer	42	10	32	—	32	2	28.6
	<u>\$ 522</u>	<u>\$ 97</u>	<u>\$ 425</u>	<u>\$ 130</u>	<u>\$ 295</u>	<u>\$ 91</u>	<u>36.0%</u>

Accruing Impaired Loans 2018

	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Book Value <sup>(3)</sup>	Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>
(Dollars in millions)					
Commercial and industrial	\$ 84	\$ —	\$ 84	\$ 14	16.7%
Commercial real estate mortgage—owner-occupied	26	2	24	2	15.4
Total commercial	110	2	108	16	16.4
Commercial investor real estate mortgage	15	1	14	1	13.3
Total investor real estate	15	1	14	1	13.3
Residential first mortgage	194	9	185	18	13.9
Home equity	195	—	195	6	3.1
Consumer credit card	1	—	1	—	—
Other consumer	6	—	6	—	—
Total consumer	396	9	387	24	8.3
	<u>\$ 521</u>	<u>\$ 12</u>	<u>\$ 509</u>	<u>\$ 41</u>	<u>10.2%</u>

Total Impaired Loans 2018								
Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Book Value <sup>(3)</sup>			Impaired Loans with No Related Allowance	Impaired Loans with Related Allowance	Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>
		Total Impaired Loans						
(Dollars in millions)								
Commercial and industrial	\$ 468	\$ 77	\$ 391	\$ 113	\$ 278	\$ 76	32.7%	
Commercial real estate mortgage—owner-occupied	102	11	91	13	78	25	35.3	
Commercial real estate construction—owner-occupied	9	1	8	—	8	3	44.4	
Total commercial	579	89	490	126	364	104	33.3	
Commercial investor real estate mortgage	26	1	25	4	21	2	11.5	
Total investor real estate	26	1	25	4	21	2	11.5	
Residential first mortgage	225	17	208	—	208	20	16.4	
Home equity	206	2	204	—	204	6	3.9	
Consumer credit card	1	—	1	—	1	—	—	
Other consumer	6	—	6	—	6	—	—	
Total consumer	438	19	419	—	419	26	10.3	
	\$ 1,043	\$ 109	\$ 934	\$ 130	\$ 804	\$ 132	23.1%	

- (1) Unpaid principal balance represents the contractual obligation due from the customer and includes the net book value plus charge-offs and payments applied.  
(2) Charge-offs and payments applied represents cumulative partial charge-offs taken, as well as interest payments received that have been applied against the outstanding principal balance.  
(3) Book value represents the unpaid principal balance less charge-offs and payments applied; it is shown before any allowance for loan losses.  
(4) Coverage % represents charge-offs and payments applied plus the related allowance as a percent of the unpaid principal balance.

The following table presents the average balances of total impaired loans and interest income for the years ended December 31, 2019, 2018 and 2017. Interest income recognized represents interest on accruing loans modified in a TDR.

	2019		2018		2017	
	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized
(In millions)						
Commercial and industrial	\$ 409	\$ 5	\$ 486	\$ 9	\$ 747	\$ 12
Commercial real estate mortgage—owner-occupied	88	1	131	6	226	5
Commercial real estate construction—owner-occupied	14	—	7	—	5	—
Total commercial	511	6	624	15	978	17
Commercial investor real estate mortgage	22	2	61	3	81	4
Commercial investor real estate construction	5	—	7	—	39	2
Total investor real estate	27	2	68	3	120	6
Residential first mortgage	214	8	230	8	450	15
Home equity	180	10	230	12	280	14
Indirect—vehicles	—	—	—	—	—	—
Consumer credit card	1	—	1	—	2	—
Other consumer	5	—	7	—	9	1
Total consumer	400	18	468	20	741	30
Total impaired loans	\$ 938	\$ 26	\$ 1,160	\$ 38	\$ 1,839	\$ 53



## TROUBLED DEBT RESTRUCTURINGS

Regions regularly modifies commercial and investor real estate loans in order to facilitate a workout strategy. Typical modifications include accommodations, such as renewals and forbearances. The majority of Regions' commercial and investor real estate TDRs are the result of renewals of classified loans at an interest rate that is not considered to be a market interest rate. For smaller dollar commercial loans, Regions may periodically grant interest rate and other term concessions, similar to those under the consumer program described below.

Regions works to meet the individual needs of consumer borrowers to stem foreclosure through its CAP. Regions designed the program to allow for customer-tailored modifications with the goal of keeping customers in their homes and avoiding foreclosure where possible. Modification may be offered to any borrower experiencing financial hardship regardless of the borrower's payment status. Consumer TDRs primarily involve an interest rate concession, however under the CAP, Regions may also offer a short-term deferral, a term extension, a new loan product, or a combination of these options. For loans restructured under the CAP, Regions expects to collect the original contractually due principal. The gross original contractual interest may be collectible, depending on the terms modified. All CAP modifications are considered TDRs regardless of the term because they are concessionary in nature and because the customer documents a financial hardship in order to participate.

As noted above, the majority of Regions' TDRs are results of interest rate concessions and not a forgiveness of principal. Accordingly, the financial impact of the modifications is best illustrated by the impact to the allowance calculation at the loan or pool level, as a result of the loans being considered impaired due to their TDR status. Regions most often does not record a charge-off at the modification date.

The following tables present the end of period balance for loans modified in a TDR during the periods presented by portfolio segment and class, and the financial impact of those modifications. The tables include modifications made to new TDRs, as well as renewals of existing TDRs. Loans first reported as TDRs for the years ended December 31, 2019 and 2018 totaled approximately \$239 million and \$374 million, respectively.

	2019		
	Number of Obligors	Recorded Investment	Financial Impact of Modifications Considered TDRs
			Increase in Allowance at Modification
		(Dollars in millions)	
Commercial and industrial	97	\$ 259	\$ 3
Commercial real estate mortgage—owner-occupied	51	29	—
Commercial real estate construction—owner-occupied	1	2	—
Total commercial	149	290	3
Commercial investor real estate mortgage	12	26	—
Commercial investor real estate construction	12	18	2
Total investor real estate	24	44	2
Residential first mortgage	159	32	4
Home equity	99	7	—
Consumer credit card	37	—	—
Indirect—vehicles and other consumer	75	1	—
Total consumer	370	40	4
	543	\$ 374	\$ 9

	2018		
	Number of Obligors	Recorded Investment	Financial Impact of Modifications Considered TDRs
			Increase in Allowance at Modification
(Dollars in millions)			
Commercial and industrial	113	\$ 353	\$ 5
Commercial real estate mortgage—owner-occupied	67	42	—
Commercial real estate construction—owner-occupied	1	2	—
Total commercial	181	397	5
Commercial investor real estate mortgage	25	76	3
Total investor real estate	25	76	3
Residential first mortgage	184	31	4
Home equity	106	7	—
Consumer credit card	54	1	—
Indirect—vehicles and other consumer	77	1	—
Total consumer	421	40	4
	627	\$ 513	\$ 12

## NOTE 7. SERVICING OF FINANCIAL ASSETS

### RESIDENTIAL MORTGAGE BANKING ACTIVITIES

The fair value of residential MSRs is calculated using various assumptions including future cash flows, market discount rates, expected prepayment rates, servicing costs and other factors. A significant change in prepayments of mortgages in the servicing portfolio could result in significant changes in the valuation adjustments, thus creating potential volatility in the carrying amount of residential MSRs. The Company compares fair value estimates and assumptions to observable market data where available, and also considers recent market activity and actual portfolio experience.

The table below presents an analysis of residential MSRs under the fair value measurement method for the years ended December 31:

	2019	2018	2017
	(In millions)		
Carrying value, beginning of year	\$ 418	\$ 336	\$ 324
Additions	42	111	64
Increase (decrease) in fair value:			
Due to change in valuation inputs or assumptions	(62)	18	(8)
Economic amortization associated with borrower repayments <sup>(1)</sup>	(53)	(47)	(44)
Carrying value, end of year	\$ 345	\$ 418	\$ 336

(1) "Economic amortization associated with borrower repayments" includes both total loan payoffs as well as partial paydowns.

In 2017, the Company purchased the rights to service approximately \$2.7 billion in residential mortgage loans for approximately \$30 million.

In 2018, the Company purchased the rights to service approximately \$6.1 billion in residential mortgage loans for approximately \$77 million. Approximately \$7 million of the purchase price was paid in 2019.

In 2019, the Company purchased the rights to service approximately \$409 million in residential mortgage loans for approximately \$4 million. Additionally, Regions purchased rights to service residential mortgage loans on a flow basis for approximately \$13 million in 2019. The Company sold \$167 million of affordable housing residential mortgage loans and as part of the transaction kept the rights to service the loans, which resulted in the retained residential MSR of approximately \$2 million.



Data and assumptions used in the fair value calculation, as well as the valuation's sensitivity to rate fluctuations, related to residential MSR (excluding related derivative instruments) as of December 31 are as follows:

	2019	2018	
	(Dollars in millions)		
Unpaid principal balance	\$ 34,467	\$	36,450
Weighted-average CPR (%)	12.0%		9.0%
Estimated impact on fair value of a 10% increase	\$ (19)	\$	(24)
Estimated impact on fair value of a 20% increase	\$ (35)	\$	(43)
Option-adjusted spread (basis points)	618		755
Estimated impact on fair value of a 10% increase	\$ (8)	\$	(13)
Estimated impact on fair value of a 20% increase	\$ (16)	\$	(26)
Weighted-average coupon interest rate	4.2%		4.2%
Weighted-average remaining maturity (months)	278		281
Weighted-average servicing fee (basis points)	27.3		27.1

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. Changes in fair value based on adverse changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, the effect of an adverse variation in a particular assumption on the fair value of the residential MSR is calculated without changing any other assumption, while in reality changes in one factor may result in changes in another, which may either magnify or counteract the effect of the change. The derivative instruments utilized by Regions would serve to reduce the estimated impacts to fair value included in the table above.

The following table presents servicing related fees, which includes contractually specified servicing fees, late fees and other ancillary income resulting from the servicing of residential mortgage loans for the years ended December 31:

	2019	2018	2017
	(In millions)		
Servicing related fees and other ancillary income	\$ 102	\$ 95	\$ 96

Residential mortgage loans are sold in the secondary market with standard representations and warranties regarding certain characteristics such as the quality of the loan, the absence of fraud, the eligibility of the loan for sale and the future servicing associated with the loan. Regions may be required to repurchase these loans at par, or make-whole or indemnify the purchasers for losses incurred when representations and warranties are breached.

Regions maintains an immaterial repurchase liability related to residential mortgage loans sold with representations and warranty provisions. This repurchase liability is reported in other liabilities on the consolidated balance sheets and reflects management's estimate of losses based on historical repurchase and loss trends, as well as other factors that may result in anticipated losses different from historical loss trends. Adjustments to this reserve are recorded in other non-interest expense on the consolidated statements of income.

#### COMMERCIAL MORTGAGE BANKING ACTIVITIES

Regions is an approved DUS lender. The DUS program provides liquidity to the multi-family housing market. In connection with the DUS program, Regions services commercial mortgage loans, retains commercial MSR and intangible assets associated with the DUS license, and assumes a loss share guarantee associated with the loans. See Note 1 for additional information. Also see Note 24 for additional information related to the guarantee.

As of December 31, 2019 and 2018, the DUS servicing portfolio was approximately \$3.9 billion and \$3.6 billion, respectively. The related commercial MSR were approximately \$59 million and \$56 million at December 31, 2019 and 2018, respectively. The estimated fair value of the commercial MSR was approximately \$64 million at December 31, 2019 and \$59 million at December 31, 2018.

#### NOTE 8. OTHER EARNING ASSETS

Other earning assets consist primarily of investments in FRB stock, FHLB stock, marketable equity securities, and operating lease assets. See Note 14 for information related to operating leases.

## FRB AND FHLB STOCK

The following table presents the amount of Regions' investments in FRB and FHLB stock as of December 31:

	2019	2018
	(In millions)	
Federal Reserve Bank	\$ 492	\$ 488
Federal Home Loan Bank	209	377

## MARKETABLE EQUITY SECURITIES

Marketable equity securities carried at fair value, which primarily consist of assets held for certain employee benefits and money market funds, are reported in other earning assets in the consolidated balance sheets. Total marketable equity securities were \$450 million and \$429 million at December 31, 2019 and 2018, respectively. Unrealized gains recognized in earnings for marketable equity securities still being held by the Company were \$17 million at December 31, 2019.

## NOTE 9. PREMISES AND EQUIPMENT

A summary of premises and equipment, net at December 31 is as follows:

	2019	2018
	(In millions)	
Land	\$ 446	\$ 481
Premises and improvements	1,783	1,830
Furniture and equipment	1,023	994
Software	756	699
Leasehold improvements	407	379
Construction in progress	199	220
	4,614	4,603
Accumulated depreciation and amortization	(2,654)	(2,558)
	\$ 1,960	\$ 2,045

## NOTE 10. INTANGIBLE ASSETS

### GOODWILL

Goodwill allocated to each reportable segment (each a reporting unit) at December 31 is presented as follows:

	2019	2018
	(In millions)	
Corporate Bank	\$ 2,474	\$ 2,474
Consumer Bank	1,978	1,978
Wealth Management	393	377
	\$ 4,845	\$ 4,829

Regions assessed the indicators of goodwill impairment for all three reporting units as part of its annual impairment test, as of October 1, 2019, and through the date of the filing of this Annual Report, by performing a qualitative assessment of goodwill at the reporting unit level. In performing the qualitative assessment, the Company evaluated events and circumstances since the last impairment analysis, recent operating performance including reporting unit performance, changes in market capitalization, regulatory actions and assessments, changes in the business climate, company-specific factors and trends in the banking industry. The results of the qualitative assessment indicated that it was more likely than not that the estimated fair value of each reporting unit exceeded its carrying amount as of the test date; therefore, the quantitative goodwill impairment tests were deemed unnecessary.

## OTHER INTANGIBLES

The following table presents other intangibles and related accumulated amortization as of December 31:

	2019		2018		2019		2018					
	Gross Carrying Amount		Accumulated Amortization		Net Carrying Amount							
	(In millions)											
Core deposit intangibles	\$	1,011	\$	1,011	\$	980	\$	966	\$	31	\$	45
Purchased credit card relationship assets		175		175		140		129		35		46
Other—amortizing <sup>(1)</sup>		36		19		15		13		21		6
DUS license <sup>(2)</sup>										15		15
Other—non-amortizing <sup>(3)</sup>										3		3
	\$	1,222	\$	1,205	\$	1,135	\$	1,108	\$	105	\$	115

(1) Includes intangible assets related to acquired trust services, trade names, intellectual property, customer relationships, and employee agreements.

(2) The DUS license is a non-amortizing intangible asset.

(3) Includes non-amortizing intangible assets related to other acquired trust services.

Core deposit intangibles and purchased credit card relationship assets are being amortized in other non-interest expense on an accelerated basis over their expected useful lives.

Regions purchased a DUS license in 2014. The intangible asset associated with the DUS license is a non-amortizing intangible asset. Refer to Note 7 for additional information related to this license.

The aggregate amount of amortization expense for core deposit intangibles, purchased credit card relationship assets, and other intangible assets is estimated as follows:

	Year Ended December 31	
	(In millions)	
2020	\$	24
2021		20
2022		16
2023		12
2024		7

Identifiable intangible assets other than goodwill are reviewed at least annually, usually in the fourth quarter, for events or circumstances that could impact the recoverability of the intangible asset. Regions concluded that no impairment for any other identifiable intangible assets occurred during 2019, 2018 or 2017.

## NOTE 11. DEPOSITS

The following schedule presents a detail of interest-bearing deposits at December 31:

	2019		2018	
	(In millions)			
Savings	\$	8,640	\$	8,788
Interest-bearing transaction		20,046		19,175
Money market—domestic		25,326		24,111
Time deposits		7,442		7,122
Interest-bearing customer deposits		61,454		59,196
Corporate treasury time deposits		108		242
Corporate treasury other deposits		1,800		—
Total interest-bearing deposits	\$	63,362	\$	59,438

The aggregate amount of time deposits of \$250,000 or more, including certificates of deposit of \$250,000 or more, was \$1.7 billion at both December 31, 2019 and 2018.

At December 31, 2019, the aggregate amounts of maturities of all time deposits (deposits with stated maturities, consisting primarily of certificates of deposit and IRAs) were as follows:

December 31, 2019

	(In millions)	
2020	\$	5,079
2021		1,444
2022		566
2023		390
2024		61
Thereafter		10
	\$	<u>7,550</u>

## NOTE 12. BORROWINGS

### SHORT-TERM BORROWINGS

Short-term borrowings consist of FHLB advances in the amount of \$2.1 billion at December 31, 2019 and \$1.6 billion at December 31, 2018.

### LONG-TERM BORROWINGS

Long-term borrowings at December 31 consist of the following:

	(In millions)	
	2019	2018
<b>Regions Financial Corporation (Parent):</b>		
3.20% senior notes due February 2021	\$ 358	\$ 1,101
2.75% senior notes due August 2022	997	996
3.80% senior notes due August 2023	996	497
7.75% subordinated notes due September 2024	100	100
6.75% subordinated debentures due November 2025	156	157
7.375% subordinated notes due December 2037	298	298
Valuation adjustments on hedged long-term debt	45	(47)
	<u>2,950</u>	<u>3,102</u>
<b>Regions Bank:</b>		
FHLB advances	2,501	6,902
2.75% senior notes due April 2021	549	548
3 month LIBOR plus 0.38% of floating rate senior notes due April 2021	350	349
3.374% senior notes converting to 3 month LIBOR plus 0.50%, callable August 2020, due August 2021	499	499
3 month LIBOR plus 0.50% of floating rate senior notes, callable August 2020, due August 2021	499	499
6.45% subordinated notes due June 2037	495	495
Other long-term debt	32	33
Valuation adjustments on hedged long-term debt	4	(3)
	<u>4,929</u>	<u>9,322</u>
Total consolidated	<u>\$ 7,879</u>	<u>\$ 12,424</u>

As of December 31, 2019, Regions had three issuances and Regions Bank had one issuance of subordinated notes totaling \$554 million and \$495 million, respectively, with stated interest rates ranging from 6.45% to 7.75%. All issuances of these notes are, by definition, subordinated and subject in right of payment of both principal and interest to the prior payment in full of all senior indebtedness of the Company, which is generally defined as all indebtedness and other obligations of the Company to its creditors, except subordinated indebtedness. Payment of the principal of the notes may be accelerated only in the case of certain events involving bankruptcy, insolvency proceedings or reorganization of the Company. The subordinated notes described above qualify as Tier 2 capital under Federal Reserve guidelines, subject to diminishing credit as the respective maturity dates approach and subject to certain transition provisions. None of the subordinated notes are redeemable prior to maturity, unless there is an occurrence of a qualifying capital event.

During 2019, Regions issued \$500 million of senior notes through a reopening of the Company's 3.80% senior notes due August 2023 and simultaneously entered into an interest rate swap, effectively converting the notes to floating rate notes at 1 month LIBOR. On December 6, 2019, Regions received tenders for an aggregate principal amount of approximately \$740 million of its outstanding 3.20% senior notes due 2021, pursuant to the terms and conditions of the tender offer made for any and all of these outstanding senior notes. The pre-tax loss on early extinguishment related to the execution of this offer amounted to \$16 million.

FHLB advances at December 31, 2019, 2018 and 2017 had a weighted-average interest rate of 1.9 percent, 2.6 percent, and 1.4 percent, respectively, with remaining maturities as of December 31, 2019 ranging from less than one year to eight years and a weighted-average of 0.7 years. FHLB borrowing capacity is contingent upon the amount of collateral pledged to the FHLB. Regions has pledged certain loans as collateral for the FHLB advances outstanding. See Note 5 for loans pledged to the FHLB at December 31, 2019 and 2018. Additionally, membership in the FHLB requires an institution to hold FHLB stock. See Note 8 for the amount of FHLB stock held at December 31, 2019 and 2018. Regions' total borrowing capacity with the FHLB (including outstanding advances) as of December 31, 2019, based on assets available for collateral at that date, was approximately \$17.5 billion.

Regions uses derivative instruments, primarily interest rate swaps, to manage interest rate risk by converting a portion of its fixed-rate debt to a variable-rate. The effective rate adjustments related to these hedges are included in interest expense on long-term borrowings. The weighted-average interest rate on total long-term debt, including the effect of derivative instruments, was 3.4 percent, 3.2 percent, and 3.0 percent for the years ended December 31, 2019, 2018 and 2017, respectively. Further discussion of derivative instruments is included in Note 21.

The aggregate amount of contractual maturities of all long-term debt in each of the next five years and thereafter is as follows:

	Year Ended December 31	
	Regions Financial Corporation (Parent)	Regions Bank
	(In millions)	
2020	\$ —	\$ 1,778
2021	358	2,653
2022	1,003	—
2023	1,035	—
2024	100	—
Thereafter	454	498
	\$ 2,950	\$ 4,929

On February 22, 2019, Regions filed a shelf registration statement with the SEC. This shelf registration does not have a capacity limit and can be utilized by Regions to issue various debt and/or equity securities. The registration statement will expire in February 2022.

Regions Bank may issue bank notes from time to time, either as part of a bank note program or as stand-alone issuances. Notes issued by Regions Bank may be senior or subordinated notes. Notes issued by Regions Bank are not deposits and are not insured or guaranteed by the FDIC.

Regions may, from time to time, consider opportunistically retiring outstanding issued securities, including subordinated debt in privately negotiated or open market transactions. Regulatory approval would be required for retirement of some securities.

**NOTE 13. REGULATORY CAPITAL REQUIREMENTS AND RESTRICTIONS**

Regions and Regions Bank are required to comply with regulatory capital requirements established by Federal and State banking agencies. These regulatory capital requirements involve quantitative measures of the Company's assets, liabilities and certain off-balance sheet items, and also qualitative judgments by the regulators. Failure to meet minimum capital requirements can subject the Company to a series of increasingly restrictive regulatory actions. Banking regulations identify five capital categories: well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. At December 31, 2019 and 2018, Regions and Regions Bank exceeded all current regulatory requirements, and were classified as "well-capitalized." Management believes that no events or changes have occurred subsequent to December 31, 2019 that would change this designation.

Quantitative measures established by regulation to ensure capital adequacy require institutions to maintain minimum ratios of common equity Tier 1, Tier 1, and Total capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital to average tangible assets (the "Leverage" ratio).

The following tables summarize the applicable holding company and bank regulatory capital requirements:

	December 31, 2019 <sup>(1)</sup>		Minimum Requirement	To Be Well Capitalized
	Amount	Ratio		
<b>Transitional Basis Basel III Regulatory Capital Rules</b>				
(Dollars in millions)				
Basel III common equity Tier 1 capital:				
Regions Financial Corporation	\$ 10,228	9.68%	4.50%	N/A
Regions Bank	12,212	11.58	4.50	6.50%
Tier 1 capital:				
Regions Financial Corporation	\$ 11,537	10.91%	6.00%	6.00%
Regions Bank	12,212	11.58	6.00	8.00
Total capital:				
Regions Financial Corporation	\$ 13,406	12.68%	8.00%	10.00%
Regions Bank	13,621	12.92	8.00	10.00
Leverage capital:				
Regions Financial Corporation	\$ 11,537	9.65%	4.00%	N/A
Regions Bank	12,212	10.24	4.00	5.00%

	December 31, 2018		Minimum Requirement	To Be Well Capitalized
	Amount	Ratio		
<b>Transitional Basis Basel III Regulatory Capital Rules</b>				
(Dollars in millions)				
Basel III common equity Tier 1 capital:				
Regions Financial Corporation	\$ 10,371	9.90%	4.50%	N/A
Regions Bank	12,109	11.59	4.50	6.50%
Tier 1 capital:				
Regions Financial Corporation	\$ 11,190	10.68%	6.00%	6.00%
Regions Bank	12,109	11.59	6.00	8.00
Total capital:				
Regions Financial Corporation	\$ 13,056	12.46%	8.00%	10.00%
Regions Bank	13,494	12.92	8.00	10.00
Leverage capital:				
Regions Financial Corporation	\$ 11,190	9.32%	4.00%	N/A
Regions Bank	12,109	10.12	4.00	5.00%

(1) The 2019 Basel III CET1 capital, Tier 1 capital, Total capital, and Leverage capital ratios are estimated.

Substantially all net assets are owned by subsidiaries. The primary source of operating cash available to Regions is provided by dividends from subsidiaries. Statutory limits are placed on the amount of dividends the subsidiary bank can pay without prior regulatory approval. In addition, regulatory authorities require the maintenance of minimum capital-to-asset ratios at banking subsidiaries. Under the Federal Reserve's Regulation H, Regions Bank may not, without approval of the Federal Reserve, declare or pay a dividend to Regions if the total of all dividends declared in a calendar year exceeds the total of (a) Regions Bank's net income for that year and (b) its retained net income for the preceding two calendar years, less any required transfers to additional paid-in capital or to a fund for the retirement of preferred stock. Under Alabama law, Regions Bank may not pay a dividend to Regions in excess of 90 percent of its net earnings until the bank's surplus is equal to at least 20 percent of capital. Regions Bank is also required by Alabama law to seek the approval of the Alabama Superintendent of Banking prior to paying a dividend to Regions if the total of all dividends declared by Regions Bank in any calendar year will exceed the total of (a) Regions Bank's net earnings for that year, plus (b) its retained net earnings for the preceding two years, less any required transfers to surplus. The statute defines net earnings as "the remainder of all earnings from current operations plus actual recoveries on loans and investments and other assets, after deducting from the total thereof all current operating expenses, actual losses, accrued dividends on preferred

stock, if any, and all federal, state and local taxes.” In addition to dividend restrictions, Federal statutes also prohibit unsecured loans from banking subsidiaries to the parent company.

In addition, Regions must adhere to various HUD regulatory guidelines including required minimum capital to maintain their HUD approved status. Failure to comply with the HUD guidelines could result in withdrawal of this certification. As of December 31, 2019, Regions was in compliance with HUD guidelines. Regions is also subject to various capital requirements by secondary market investors.

**NOTE 14. LEASES**

**LESSEE**

As of December 31, 2019, assets and liabilities recorded under operating leases for properties were \$443 million and \$ 514 million, respectively. The difference between the asset and liability balance is largely the result of lease liabilities that existed prior to the January 1, 2019 adoption of the new accounting guidance for leases. The asset is recorded within other assets, and the lease liability is recorded within other liabilities on the consolidated balance sheet. Lease expense, which is operating lease costs recorded within net occupancy expense in the consolidated statements of income, was \$81 million for the year ended December 31, 2019.

Other information related to operating leases is as follows:

	December 31, 2019
Weighted-average remaining lease term (years)	9.3 years
Weighted-average discount rate (%)	3.2%

Future, undiscounted minimum lease payments on operating leases are as follows:

	December 31, 2019	
	(In millions)	
2020	\$	94
2021		87
2022		78
2023		70
2024		57
Thereafter		234
Total lease payments		620
Less: Imputed interest		106
Total present value of lease liabilities	\$	514

**LESSOR**

The following tables present a summary of Regions' sales-type, direct financing, operating, and leveraged leases:

	Net Interest Income and Other Financing Income	
	Year Ended December 31, 2019	
	(In millions)	
Sales-Type and Direct Financing	\$	33
Operating		11
Leveraged <sup>(1)</sup>		14
	\$	58

(1) Leveraged lease income is shown pre-tax with related tax expense of \$9 million. This income does not include leveraged lease termination gains of \$1 million with related income tax expense of zero.

	As of December 31, 2019			
	Sales-Type and Direct Financing	Operating	Leveraged	Total
	(In millions)			
Lease receivable	\$ 1,068	\$ 113	\$ 182	\$ 1,363
Unearned income	(215)	(29)	(113)	(357)
Guaranteed residual	32	—	—	32
Unguaranteed residual	152	213	147	512
<b>Total net investment</b>	<b>\$ 1,037</b>	<b>\$ 297</b>	<b>\$ 216</b>	<b>\$ 1,550</b>

The following table presents the minimum future payments due from customers for sales-type, direct financing, and operating leases:

	December 31, 2019			
	Sales-Type and Direct Financing	Operating	Total	
	(In millions)			
2020	\$ 192	\$ 41	\$ 233	
2021	150	30	180	
2022	126	18	144	
2023	104	9	113	
2024	74	6	80	
Thereafter	422	9	431	
	<b>\$ 1,068</b>	<b>\$ 113</b>	<b>\$ 1,181</b>	



**NOTE 15. STOCKHOLDERS' EQUITY AND ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**
**PREFERRED STOCK**

The following table presents a summary of the non-cumulative perpetual preferred stock as of December 31:

	Issuance Date	Earliest Redemption Date	Dividend Rate	Liquidation Amount	2019	2018
					Carrying Amount	Carrying Amount
(Dollars in millions)						
Series A	11/1/2012	12/15/2017	6.375%	\$ 500	\$ 387	\$ 387
Series B	4/29/2014	9/15/2024	6.375% <sup>(1)</sup>	500	433	433
Series C	4/30/2019	5/15/2029	5.700% <sup>(2)</sup>	500	490	—
				\$ 1,500	\$ 1,310	\$ 820

(1) Dividends, if declared, will be paid quarterly at an annual rate equal to (i) for each period beginning prior to September 15, 2024, 6.375%, and (ii) for each period beginning on or after September 15, 2024, three-month LIBOR plus 3.536%.

(2) Dividends, if declared, will be paid quarterly at an annual rate equal to (i) for each period beginning prior to August 15, 2029, 5.700%, and (ii) for each period beginning on or after August 15, 2029, three-month LIBOR plus 3.148%.

For each preferred stock issuance listed above, Regions issued depository shares, each representing a 1/40th ownership interest in a share of the Company's preferred stock, with a liquidation preference of \$1,000.00 per share of preferred stock (equivalent to \$25.00 per depository share). Dividends on the preferred stock, if declared, accrue and are payable quarterly in arrears. The preferred stock has no stated maturity and redemption is solely at Regions' option, subject to regulatory approval, in whole, or in part, after the earliest redemption date or in whole, but not in part, within 90 days following a regulatory capital treatment event for the Series A preferred stock or at any time following a regulatory capital treatment event for the Series B and Series C preferred stock.

The Board of Directors declared \$64 million in cash dividends on both Series A and Series B preferred stock, during both 2019 and 2018. In 2019, the Board of Directors declared \$15 million in cash dividends on Series C Preferred Stock. Therefore, a total of \$79 million in cash dividends on total preferred stock was declared in 2019 compared to the total of \$64 million cash dividends on total preferred stock declared in 2018.

In the event Series A, Series B, or Series C preferred shares are redeemed at the liquidation amounts, \$113 million, \$67 million, or \$10 million excess of the redemption amount over the carrying amount will be recognized, respectively. Approximately \$100 million of Series A preferred dividends that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to retained earnings, and approximately \$13 million of related issuance costs that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to net income available to common shareholders. Approximately \$52 million of Series B preferred dividends that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to retained earnings, and approximately \$15 million of related issuance costs that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to net income available to common shareholders. Approximately \$10 million of Series C issuance costs that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to net income available to common shareholders.

**COMMON STOCK**

Regions was not required to participate in the 2019 CCAR; however, as required, the Company did submit its planned capital actions to the Federal Reserve for the third quarter of 2019 through the second quarter of 2020. As part of the Company's capital plan, the Board authorized a new \$1.370 billion common stock repurchase plan, permitting repurchases from the beginning of the third quarter of 2019 through the second quarter of 2020.

As of December 31, 2019, Regions had repurchased approximately 47.5 million shares of common stock at a total cost of approximately \$721.5 million under this plan. All of these shares were immediately retired upon repurchase and, therefore will not be included in treasury stock.

Prior to the new common stock repurchase plan, Regions had authorization to repurchase \$2.031 billion in common shares. As of June 30, 2019, Regions had repurchased approximately 115.38 million shares of common stock at a total cost of \$2.031 billion under this plan.

Regions declared \$0.59 per share in cash dividends for 2019, \$0.46 for 2018, and \$0.315 for 2017.

**ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

Activity within the balances in accumulated other comprehensive income (loss) is shown in the following tables for the years ended December 31:

	2019				
	Unrealized losses on securities transferred to held to maturity	Unrealized gains (losses) on securities available for sale	Unrealized gains (losses) on derivative instruments designated as cash flow hedges	Defined benefit pension plans and other post employment benefits	Accumulated other comprehensive income (loss), net of tax
	(In millions)				
Beginning of year	\$ (27)	\$ (397)	\$ (63)	\$ (477)	\$ (964)
Net change	5	602	385	(118)	874
End of year	<u>\$ (22)</u>	<u>\$ 205</u>	<u>\$ 322</u>	<u>\$ (595)</u>	<u>\$ (90)</u>

	2018				
	Unrealized losses on securities transferred to held to maturity	Unrealized gains (losses) on securities available for sale	Unrealized gains (losses) on derivative instruments designated as cash flow hedges	Defined benefit pension plans and other post employment benefits	Accumulated other comprehensive income (loss), net of tax
	(In millions)				
Beginning of year	\$ (33)	\$ (153)	\$ (51)	\$ (512)	\$ (749)
Net change	6	(244)	(12)	35	(215)
End of year	<u>\$ (27)</u>	<u>\$ (397)</u>	<u>\$ (63)</u>	<u>\$ (477)</u>	<u>\$ (964)</u>

	2017				
	Unrealized losses on securities transferred to held to maturity	Unrealized gains (losses) on securities available for sale	Unrealized gains (losses) on derivative instruments designated as cash flow hedges	Defined benefit pension plans and other post employment benefits	Accumulated other comprehensive income (loss), net of tax
	(In millions)				
Beginning of year	\$ (33)	\$ (106)	\$ 11	\$ (422)	\$ (550)
Net change	6	(12)	(51)	(9)	(66)
Reclassification of the Tax Reform related revaluation of deferred tax items within AOCI	(6)	(35)	(11)	(81)	(133)
End of year	<u>\$ (33)</u>	<u>\$ (153)</u>	<u>\$ (51)</u>	<u>\$ (512)</u>	<u>\$ (749)</u>

The following table presents amounts reclassified out of accumulated other comprehensive income (loss) for the years ended December 31:

Details about Accumulated Other Comprehensive Income (Loss) Components	2019	2018	2017	Affected Line Item in the Consolidated Statements of Income
	Amount Reclassified from Accumulated Other Comprehensive Income (Loss) <sup>(1)</sup>	Amount Reclassified from Accumulated Other Comprehensive Income (Loss) <sup>(1)</sup>	Amount Reclassified from Accumulated Other Comprehensive Income (Loss) <sup>(1)</sup>	
(In millions)				
Unrealized losses on securities transferred to held to maturity:				
	\$ (7)	\$ (9)	\$ (10)	Net interest income and other financing income
	2	3	4	Tax (expense) or benefit
	<u>\$ (5)</u>	<u>\$ (6)</u>	<u>\$ (6)</u>	Net of tax
Unrealized gains and (losses) on available for sale securities:				
	\$ (28)	\$ —	\$ 19	Securities gains (losses), net
	7	—	(7)	Tax (expense) or benefit
	<u>\$ (21)</u>	<u>\$ —</u>	<u>\$ 12</u>	Net of tax
Gains and (losses) on cash flow hedges:				
Interest rate contracts	\$ (24)	\$ 12	\$ 86	Net interest income and other financing income
	6	(3)	(33)	Tax (expense) or benefit
	<u>\$ (18)</u>	<u>\$ 9</u>	<u>\$ 53</u>	Net of tax
Amortization of defined benefit pension plans and other post employment benefits:				
Actuarial gains (losses) and settlements <sup>(2)</sup>	\$ (43)	\$ (36)	\$ (48)	Other non-interest expense
	11	8	17	Tax (expense) or benefit
	<u>\$ (32)</u>	<u>\$ (28)</u>	<u>\$ (31)</u>	Net of tax
Total reclassifications for the period	<u>\$ (76)</u>	<u>\$ (25)</u>	<u>\$ 28</u>	Net of tax

(1) Amounts in parentheses indicate reductions to net income.

(2) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost and are included in other non-interest expense on the consolidated statements of income (see Note 18 for additional details).

**NOTE 16. EARNINGS PER COMMON SHARE**

The following table sets forth the computation of basic earnings per common share and diluted earnings per common share for the years ended December 31:

	2019	2018	2017
	(In millions, except per share data)		
<b>Numerator:</b>			
Income from continuing operations	\$ 1,582	\$ 1,568	\$ 1,241
Preferred stock dividends	(79)	(64)	(64)
Income from continuing operations available to common shareholders	1,503	1,504	1,177
Income from discontinued operations, net of tax	—	191	22
Net income available to common shareholders	\$ 1,503	\$ 1,695	\$ 1,199
<b>Denominator:</b>			
Weighted-average common shares outstanding—basic	995	1,092	1,186
Potential common shares	4	10	12
Weighted-average common shares outstanding—diluted	999	1,102	1,198
<b>Earnings per common share from continuing operations available to common shareholders<sup>(1)</sup>:</b>			
Basic	\$ 1.51	\$ 1.38	\$ 0.99
Diluted	1.50	1.36	0.98
<b>Earnings per common share from discontinued operations<sup>(1)</sup>:</b>			
Basic	\$ 0.00	\$ 0.18	\$ 0.02
Diluted	0.00	0.17	0.02
<b>Earnings per common share<sup>(1)</sup>:</b>			
Basic	\$ 1.51	\$ 1.55	\$ 1.01
Diluted	1.50	1.54	1.00

(1) Certain per share amounts may not appear to reconcile due to rounding.

The effect from the assumed exercise of 7 million, 6 million and 14 million in stock options, restricted stock units and awards and performance stock units for the years ended December 31, 2019, 2018 and 2017, respectively, was not included in the above computations of diluted earnings per common share because such amounts would have had an antidilutive effect on earnings per common share.

**NOTE 17. SHARE-BASED PAYMENTS**

Regions administers long-term incentive compensation plans that permit the granting of incentive awards in the form of stock options, restricted stock awards, performance awards and stock appreciation rights. While Regions has the ability to issue stock appreciation rights, none have been issued to date. The terms of all awards issued under these plans are determined by the Compensation and Human Resources Committee of the Board; however, no awards may be granted after the tenth anniversary from the date the plans were initially approved by stockholders. Incentive awards usually vest based on employee service, generally within 3 years from the date of the grant. The contractual lives of options granted under these plans are typically ten years from the date of the grant.

On April 23, 2015, the stockholders of the Company approved the Regions Financial Corporation 2015 LTIP, which permits the Company to grant to employees and directors various forms of incentive compensation. These forms of incentive compensation are similar to the types of compensation approved in prior plans. The 2015 LTIP authorizes 60 million common share equivalents available for grant, where grants of options and grants of full value awards (e.g., shares of restricted stock, restricted stock units and performance stock units) count as one share equivalent. Unless otherwise determined by the Compensation and Human Resources Committee of the Board, grants of restricted stock, restricted stock units, and performance stock units accrue dividends, or their notional equivalent, as they are declared by the Board, and are paid upon vesting of the award. Upon adoption of the 2015 LTIP, Regions closed the prior long-term incentive plan to new grants, and, accordingly, prospective grants must be made under the 2015 LTIP or a successor plan. All existing grants under prior long-term incentive plans are unaffected by adoption of the 2015 LTIP. The number of remaining share equivalents available for future issuance under the 2015 LTIP was approximately 39 million at December 31, 2019.

Grants of performance-based restricted stock typically have a three-year performance period, and shares vest within three years after the grant date. Restricted stock units typically have a vesting period of three years. Grantees of restricted stock awards or units must either remain employed with the Company for certain periods from the date of grant in order for shares to be released or issued or retire after meeting the standards of a retiree, at which time shares would be issued and released. The terms of these plans generally stipulate that the exercise price of options may not be less than the fair market value of Regions' common stock at the date the options are granted. Regions issues new shares from authorized reserves upon exercise.

The following table summarizes the elements of compensation cost recognized in the consolidated statements of income for the years ended December 31:

	2019	2018	2017
	(In millions)		
Compensation cost of share-based compensation awards:			
Restricted and performance stock awards	\$ 51	\$ 50	\$ 62
Tax benefits related to share-based compensation cost <sup>(1)</sup>	(13)	(13)	(23)
Compensation cost of share-based compensation awards, net of tax	\$ 38	\$ 37	\$ 39

(1) The tax benefits related to share-based compensation cost for 2019 exclude excess tax benefits of \$12 million related to settled share-based compensation awards.

## STOCK OPTIONS

The following table summarizes the activity for 2019, 2018 and 2017 related to stock options:

	Number of Options	Weighted- Average Exercise Price	Aggregate Intrinsic Value (In millions)	Weighted-Average Remaining Contractual Term
Outstanding at December 31, 2016	13,455,047	\$ 19.37	\$ 34	1.83 yrs
Granted	—	—		
Exercised	(1,204,138)	6.69		
Forfeited or expired	(2,843,011)	34.00		
Outstanding at December 31, 2017	9,407,898	\$ 16.58	\$ 35	1.05 yrs
Granted	—	—		
Exercised	(1,619,206)	7.08		
Forfeited or expired	(6,063,969)	21.88		
Outstanding at December 31, 2018	1,724,723	\$ 6.86	\$ 11	1.74 yrs
Granted	—	—		
Exercised	(756,954)	6.93		
Forfeited or expired	—	—		
Outstanding at December 31, 2019	967,769	\$ 6.80	\$ 10	0.83 yrs
Exercisable at December 31, 2019	967,769	\$ 6.80	\$ 10	0.83 yrs

The aggregate intrinsic value of exercised options was \$8 million for 2019, \$10 million for 2018, and \$13 million for 2017. Cash received from options exercised was \$5 million, \$11 million, and \$8 million in 2019, 2018, and 2017, respectively. The actual tax benefit realized for the tax deductions from options exercised totaled \$2 million for 2019, \$4 million for 2018, and \$3 million for 2017.

## RESTRICTED STOCK AWARDS AND PERFORMANCE STOCK AWARDS

During 2019, 2018 and 2017, Regions made restricted stock grants that vest upon satisfaction of service conditions and restricted stock award and performance stock award grants that vest based upon service conditions and performance conditions. Incremental shares earned above the performance target associated with previous performance stock awards are included when and if performance targets are achieved. Dividend payments during the vesting period are deferred to the end of the vesting term. The fair value of these restricted shares, restricted stock units and performance stock units was estimated based upon the fair value of the underlying shares on the date of the grant. The valuation was not adjusted for the deferral of dividends.

Activity related to restricted stock awards and performance stock awards for 2019, 2018 and 2017 is summarized as follows:

	Number of Shares/Units		Weighted-Average Grant Date Fair Value
Non-vested at December 31, 2016	16,558,942	\$	9.31
Granted	3,993,591		14.57
Vested	(4,657,544)		11.06
Forfeited	(631,955)		10.04
Non-vested at December 31, 2017	15,263,034	\$	10.12
Granted	3,051,090		18.17
Vested	(6,038,566)		9.64
Forfeited	(747,021)		13.00
Non-vested at December 31, 2018	11,528,537	\$	12.32
Granted	3,971,303		14.70
Vested	(6,068,969)		8.47
Forfeited	(433,513)		15.25
Non-vested at December 31, 2019	8,997,358	\$	15.62

As of December 31, 2019, the pre-tax amount of non-vested restricted stock, restricted stock units and performance stock units not yet recognized was \$50 million, which will be recognized over a weighted-average period of 1.57 years. The total fair value of shares vested during the years ended December 31, 2019, 2018, and 2017, was \$89 million, \$112 million, and \$68 million, respectively. No share-based compensation costs were capitalized during the years ended December 31, 2019, 2018 or 2017.

#### **NOTE 18. EMPLOYEE BENEFIT PLANS**

##### **PENSION AND OTHER POSTRETIREMENT BENEFITS**

Regions' defined benefit pension plans cover only certain employees as the pension plans are closed to new entrants. Benefits under the pension plans are based on years of service and the employee's highest five consecutive years of compensation during the last ten years of employment. Regions' funding policy is to contribute annually at least the amount required by IRS minimum funding standards. Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future.

The Company also sponsors a SERP, which is a non-qualified pension plan that provides certain senior executive officers defined benefits in relation to their compensation. Actuarially determined pension expense is charged to current operations using the projected unit credit method. All defined benefit plans are referred to as "the plans" throughout the remainder of this footnote.

The following table sets forth the plans' change in benefit obligation, plan assets and funded status, using a December 31 measurement date, and amounts recognized in the consolidated balance sheets at December 31:

	Qualified Plans		Non-qualified Plans		Total	
	2019	2018	2019	2018	2019	2018
(In millions)						
<b>Change in benefit obligation</b>						
Projected benefit obligation, beginning of year	\$ 1,865	\$ 2,134	\$ 145	\$ 151	\$ 2,010	\$ 2,285
Service cost	28	35	3	3	31	38
Interest cost	75	70	5	5	80	75
Actuarial (gains) losses	349	(211)	33	(3)	382	(214)
Benefit payments	(122)	(159)	(7)	(11)	(129)	(170)
Administrative expenses	(3)	(4)	—	—	(3)	(4)
Plan settlements	—	—	(7)	—	(7)	—
Projected benefit obligation, end of year	<u>\$ 2,192</u>	<u>\$ 1,865</u>	<u>\$ 172</u>	<u>\$ 145</u>	<u>\$ 2,364</u>	<u>\$ 2,010</u>
<b>Change in plan assets</b>						
Fair value of plan assets, beginning of year	\$ 2,105	\$ 2,218	\$ —	\$ —	\$ 2,105	\$ 2,218
Actual return on plan assets	319	(50)	—	—	319	(50)
Company contributions	—	100	14	11	14	111
Benefit payments	(122)	(159)	(7)	(11)	(129)	(170)
Administrative expenses	(3)	(4)	—	—	(3)	(4)
Plan settlements	—	—	(7)	—	(7)	—
Fair value of plan assets, end of year	<u>\$ 2,299</u>	<u>\$ 2,105</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,299</u>	<u>\$ 2,105</u>
Funded status and accrued benefit (cost) at measurement date	<u>\$ 107</u>	<u>\$ 240</u>	<u>\$ (172)</u>	<u>\$ (145)</u>	<u>\$ (65)</u>	<u>\$ 95</u>
<b>Amount recognized in the Consolidated Balance Sheets:</b>						
Other assets	\$ 107	\$ 240	\$ —	\$ —	\$ 107	\$ 240
Other liabilities	—	—	(172)	(145)	(172)	(145)
	<u>\$ 107</u>	<u>\$ 240</u>	<u>\$ (172)</u>	<u>\$ (145)</u>	<u>\$ (65)</u>	<u>\$ 95</u>
<b>Pre-tax amounts recognized in Accumulated Other Comprehensive (Income) Loss:</b>						
Net actuarial loss	\$ 736	\$ 604	\$ 66	\$ 39	\$ 802	\$ 643
Prior service cost (credit)	—	—	—	1	—	1
	<u>\$ 736</u>	<u>\$ 604</u>	<u>\$ 66</u>	<u>\$ 40</u>	<u>\$ 802</u>	<u>\$ 644</u>

The accumulated benefit obligation for the qualified plans was \$2.1 billion and \$1.8 billion as of December 31, 2019 and 2018, respectively. Total plan assets exceeded the corresponding accumulated benefit obligation for the qualified plans as of both December 31, 2019 and 2018. The accumulated benefit obligation for the non-qualified plans was \$171 million and \$141 million as of December 31, 2019 and 2018, respectively, which exceeded all corresponding plan assets for each period. As of December 31, 2019 and 2018, the actuarial (gains) losses related to the change in the benefit obligation were primarily driven by changes in the discount rate.

Net periodic pension cost (benefit) included the following components for the years ended December 31:

	Qualified Plans			Non-qualified Plans			Total		
	2019	2018	2017	2019	2018	2017	2019	2018	2017
	(In millions)								
Service cost	\$ 28	\$ 35	\$ 34	\$ 3	\$ 3	\$ 4	\$ 31	\$ 38	\$ 38
Interest cost	75	70	72	5	5	5	80	75	77
Expected return on plan assets	(137)	(153)	(143)	—	—	—	(137)	(153)	(143)
Amortization of actuarial loss	36	31	32	5	5	4	41	36	36
Settlement charge	—	—	—	2	—	12	2	—	12
Net periodic pension (benefit) cost	\$ 2	\$ (17)	\$ (5)	\$ 15	\$ 13	\$ 25	\$ 17	\$ (4)	\$ 20

The service cost component of net periodic pension (benefit) cost is recorded in salaries and employee benefits on the consolidated statements of income. Components other than service cost are recorded in other non-interest expense on the consolidated statements of income.

The settlement charges relate to the settlement of liabilities under the SERP for certain plan participants.

The assumptions used to determine benefit obligations at December 31 are as follows:

	Qualified Plans		Non-qualified Plans	
	2019	2018	2019	2018
Discount rate	3.35%	4.38%	3.05%	4.18%
Rate of annual compensation increase	4.00%	3.75%	3.00%	3.75%

The weighted-average assumptions used to determine net periodic pension (benefit) cost for the years ended December 31 are as follows:

	Qualified Plans			Non-qualified Plans		
	2019	2018	2017	2019	2018	2017
Discount rate	4.39%	3.70%	4.34%	4.18%	3.49%	3.93%
Expected long-term rate of return on plan assets	6.84%	6.84%	7.25%	N/A	N/A	N/A
Rate of annual compensation increase	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%

Regions utilizes a disaggregated approach in the estimation of the service and interest components of net periodic pension costs by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. This provides a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows and the corresponding spot yield curve rates.

The expected long-term rate of return on the qualified plans' assets is based on an estimated reasonable range of probable returns. The assumption is established by considering historical and anticipated return of the asset classes invested in by the qualified plans and the allocation strategy currently in place among those classes. Management chose a point within the range based on the probability of achievement combined with incremental returns attributable to active management. For 2020, the expected long-term rate of return on plan assets is 6.74 percent.

The qualified plans' investment strategy is continuing to shift from focusing on maximizing asset returns to minimizing funding ratio volatility, with a planned increase in the allocation to fixed income securities. The combined target asset allocation is 51 percent equities, 37 percent fixed income securities and 12 percent in all other types of investments. Equity securities include investments in large and small/mid cap companies primarily located in the U.S., international equities, and private equities. Fixed income securities include investments in corporate and government bonds, asset-backed securities and any other fixed income investments as allowed by respective prospectuses and other offering documents. Other types of investments may include hedge funds and real estate funds that follow several different strategies. The plans' assets are highly diversified with respect to asset class, security and manager. Investment risk is controlled with the plans' assets rebalancing to target allocations on a periodic basis and continual monitoring of investment managers' performance relative to the investment guidelines established with each investment manager.

Regions' qualified plans have a portion of their investments in Regions' common stock. At December 31, 2019, the plans held 2,855,618 shares, which represents a total market value of approximately \$49.0 million, or approximately 2.2 percent of the plans' assets.



The following table presents the fair value of Regions' qualified pension plans' financial assets as of December 31:

	2019				2018			
	Level 1	Level 2	Level 3	Fair Value	Level 1	Level 2	Level 3	Fair Value
	(In millions)							
Cash and cash equivalents	\$ 25	\$ —	\$ —	\$ 25	\$ 158	\$ —	\$ —	\$ 158
Fixed income securities:								
U.S. Treasury securities	\$ 400	\$ —	\$ —	\$ 400	\$ 127	\$ —	\$ —	\$ 127
Federal agency securities	—	24	—	24	—	21	—	21
Corporate bonds	—	—	—	—	—	216	—	216
Total fixed income securities	\$ 400	\$ 24	\$ —	\$ 424	\$ 127	\$ 237	\$ —	\$ 364
Equity securities:								
Domestic	\$ 346	\$ —	\$ —	\$ 346	\$ 287	\$ —	\$ —	\$ 287
International	176	—	—	176	186	—	—	186
Total equity securities	\$ 522	\$ —	\$ —	\$ 522	\$ 473	\$ —	\$ —	\$ 473
International mutual funds	\$ 181	\$ —	\$ —	\$ 181	\$ 159	\$ —	\$ —	\$ 159
Total assets in the fair value hierarchy	\$ 1,128	\$ 24	\$ —	\$ 1,152	\$ 917	\$ 237	\$ —	\$ 1,154
Collective trust funds:								
Fixed income fund <sup>(1)</sup>				\$ 681				\$ 405
Common stock fund <sup>(1)</sup>				178				246
International fund <sup>(1)</sup>				—				—
Total collective trust funds				\$ 859				\$ 651
Hedge funds measured at NAV <sup>(1)</sup>				\$ —				\$ 1
Real estate funds measured at NAV <sup>(1)</sup>				\$ 187				\$ 200
Private equity funds measured at NAV <sup>(1)</sup>				\$ 101				\$ 99
				\$ 2,299				\$ 2,105

(1) In accordance with accounting guidance, investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient are not required to be classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of amounts reported in the fair value hierarchy to amounts reported on the balance sheet.

For all investments, the plans attempt to use quoted market prices of identical assets on active exchanges, or Level 1 measurements. Where such quoted market prices are not available, the plans typically employ quoted market prices of similar instruments (including matrix pricing) and/or discounted cash flows to estimate a value of these securities, or Level 2 measurements. Level 2 discounted cash flow analyses are typically based on market interest rates, prepayment speeds and/or option adjusted spreads.

Investments held in the plans consist of cash and cash equivalents, fixed income securities, equity securities, collective trust funds, hedge funds, real estate funds, private equity and other assets and are recorded at fair value on a recurring basis. See Note 1 for a description of valuation methodologies related to U.S. Treasuries, federal agency securities, and equity securities. The methodology described in Note 1 for other debt securities is applicable to corporate bonds.

Mutual funds are valued based on quoted market prices of identical assets on active exchanges; these valuations are Level 1 measurements. Collective trust funds, hedge funds, real estate funds, private equity funds and other assets are valued based on net asset value or the valuation of the limited partner's portion of the equity of the fund. Third party fund managers provide these valuations based primarily on estimated valuations of underlying investments.

Information about the expected cash flows for the qualified and non-qualified plans is as follows:

	Qualified Plans	Non-qualified Plans	
	(In millions)		
<b>Expected Employer Contributions:</b>			
2020	\$	—	\$ 11
<b>Expected Benefit Payments:</b>			
2020	\$	126	\$ 11
2021		135	30
2022		135	29
2023		134	14
2024		135	10
Next five years		667	59

#### OTHER PLANS

Regions has a defined-contribution 401(k) plan that includes a Company match of eligible employee contributions. Eligible employees include those who have been employed for one year and have worked a minimum of 1,000 hours. The Company match is invested based on the employees' allocation elections. In 2019, 2018 and 2017, Regions provided an automatic 2 percent cash 401(k) contribution to eligible employees regardless of whether or not they were contributing to the 401(k) plan. To receive this contribution, employees must be employed at the end of the year and not actively accruing a benefit in the Regions' pension plans. Regions' cash contribution was approximately \$17 million for 2019 and \$18 million for both 2018 and 2017. For 2019, eligible employees who were already contributing to the 401(k) plan received up to a 5 percent Company match plus the automatic 2 percent cash contribution. In 2018 and 2017, eligible employees who were already contributing to the 401(k) plan received up to a 4 percent Company match plus the automatic 2 percent cash contribution. Regions' match to the 401(k) plan on behalf of employees totaled \$58 million in 2019 and \$48 million in both 2018 and 2017. Regions' 401(k) plan held 21 million shares and 23 million shares of Regions' common stock at December 31, 2019 and 2018, respectively. The 401(k) plan received approximately \$13 million, \$10 million and \$8 million in dividends on Regions' common stock for the years ended December 31, 2019, 2018 and 2017, respectively.

Regions also sponsors defined benefit postretirement health care plans that cover certain retired employees. For these certain employees retiring before normal retirement age, the Company currently pays a portion of the costs of certain health care benefits until the retired employee becomes eligible for Medicare. Certain retirees, participating in plans of acquired entities, are offered a Medicare supplemental benefit. The plan is contributory and contains other cost-sharing features such as deductibles and co-payments. Retiree health care benefits, as well as similar benefits for active employees, are provided through a self-insured program in which Company and retiree costs are based on the amount of benefits paid. The Company's policy is to fund the Company's share of the cost of health care benefits in amounts determined at the discretion of management. Postretirement life insurance is also provided to a grandfathered group of employees and retirees.

**NOTE 19. OTHER NON-INTEREST INCOME AND EXPENSE**

The following is a detail of other non-interest income from continuing operations for the years ended December 31:

	2019	2018	2017
	(In millions)		
Investment services fee income	\$ 79	\$ 71	\$ 60
Bank-owned life insurance	78	65	81
Commercial credit fee income	73	71	71
Market value adjustments on employee benefit assets - defined benefit	5	(6)	—
Market value adjustments on employee benefit assets - other	11	(5)	16
Other miscellaneous income	130	100	75
	<u>\$ 376</u>	<u>\$ 296</u>	<u>\$ 303</u>

The following is a detail of other non-interest expense from continuing operations for the years ended December 31:

	2019	2018	2017
	(In millions)		
Outside services	\$ 189	\$ 187	\$ 172
Marketing	97	92	93
Professional, legal and regulatory expenses	95	119	93
Credit/checkcard expenses	68	57	50
FDIC insurance assessments	48	85	108
Branch consolidation, property and equipment charges	25	11	22
Visa class B shares expense	14	10	19
Provision (credit) for unfunded credit losses	(6)	(2)	(16)
Loss on early extinguishment of debt	16	—	—
Other miscellaneous expenses	381	404	411
	<u>\$ 927</u>	<u>\$ 963</u>	<u>\$ 952</u>

**NOTE 20. INCOME TAXES**

The components of income tax expense from continuing operations for the years ended December 31 were as follows:

	2019	2018	2017
	(In millions)		
<b>Current income tax expense:</b>			
Federal	\$ 279	\$ 175	\$ 373
State	62	29	30
Total current expense	<u>\$ 341</u>	<u>\$ 204</u>	<u>\$ 403</u>
<b>Deferred income tax expense:</b>			
Federal	\$ 29	\$ 130	\$ 180
State	33	53	36
Total deferred expense	<u>\$ 62</u>	<u>\$ 183</u>	<u>\$ 216</u>
Total income tax expense	<u>\$ 403</u>	<u>\$ 387</u>	<u>\$ 619</u>

Note: The table above does not include total income tax expense (benefit) from discontinued operations of zero, \$80 million, and \$(3) million in 2019, 2018 and 2017, respectively. The deferred income tax expense (benefit) reflected in discontinued operations was zero, \$43 million and \$(7) million in 2019, 2018 and 2017, respectively.

On December 22, 2017, Tax Reform was enacted. Effective January 1, 2018, Tax Reform reduced the maximum corporate statutory federal income tax rate from 35 percent to 21 percent. With the enactment of Tax Reform, the Company recognized additional income tax expense of approximately \$61 million at December 31, 2017. This amount represented an estimate based on information available at December 31, 2017. During 2018, the Company made the determination to and completed administrative filings with the Internal Revenue Service that allowed it to accelerate various deductions into 2017. As a result, the Company recognized during the 2018 measurement period approximately \$37 million in tax benefits due to Tax Reform. The measurement period ended in December 2018.



Except for the revaluation adjustment recorded in 2017 due to Tax Reform related to unrealized gains and losses included in stockholders' equity, income tax expense does not reflect the tax effects of unrealized losses on securities transferred to held to maturity, unrealized gains and losses on securities available for sale, unrealized gains and losses on derivative instruments and the net change from defined benefit pension plans and other postretirement benefits. Refer to Note 15 for additional information on stockholders' equity and accumulated other comprehensive income (loss).

The Company accounts for investment tax credits using the deferral method. Investment tax credits generated totaled \$59 million, \$90 million and \$102 million for 2019, 2018 and 2017, respectively.

Income taxes from continuing operations for financial reporting purposes differs from the amount computed by applying the statutory federal income tax rate of 21 percent for the years ended December 31, 2019 and 2018, and 35 percent for the year ended December 31, 2017, as shown in the following table:

	2019	2018	2017
	(Dollars in millions)		
Tax on income from continuing operations computed at statutory federal income tax rate	\$ 417	\$ 410	\$ 651
Increase (decrease) in taxes resulting from:			
State income tax, net of federal tax effect	75	65	43
Tax-exempt interest	(39)	(37)	(54)
Affordable housing investment amortization, net of tax benefits (excluding Tax Reform)	(34)	(37)	(52)
Deferred tax revaluation and other impacts of Tax Reform	—	(37)	61
Non-deductible expenses	19	28	3
Bank-owned life insurance	(19)	(16)	(32)
Lease financing	5	11	16
Other, net	(21)	—	(17)
Income tax expense	<u>\$ 403</u>	<u>\$ 387</u>	<u>\$ 619</u>
Effective tax rate	20.3%	19.8%	33.3%

Note: Income tax expense includes amortization of affordable housing investments of \$131 million, \$137 million, and \$160 million (including \$23 million due to impact of Tax Reform in 2017) for 2019, 2018 and 2017, respectively. The additional income tax expense due to Tax Reform of \$61 million in 2017 included \$133 million of income tax expense related to the revaluation of unrealized gains and losses included in stockholders' equity.

Significant components of the Company's net deferred tax asset (liability) at December 31 are listed below:

	2019	2018
	(In millions)	
Deferred tax assets:		
Allowance for loan losses	\$ 231	\$ 226
Right of use liability	124	—
State net operating losses, net of federal tax effect	50	73
Unrealized losses included in stockholder's equity	30	325
Accrued expenses	30	48
Federal tax credit carryforwards	12	14
Other	16	21
Total deferred tax assets	493	707
Less: valuation allowance	(32)	(30)
Total deferred tax assets less valuation allowance	461	677
Deferred tax liabilities:		
Lease financing	354	330
Right of use asset	115	—
Goodwill and intangibles	92	94
Employee benefits and deferred compensation	90	82
Mortgage servicing rights	61	73
Fixed assets	42	41
Other	35	37
Total deferred tax liabilities	789	657
Net deferred tax asset (liability)	\$ (328)	\$ 20

The following table provides details of the Company's tax carryforwards at December 31, 2019, including the expiration dates, any related valuation allowance and the amount of pre-tax earnings necessary to fully realize each net deferred tax asset balance:

	Expiration Dates	Deferred Tax Asset Balance	Valuation Allowance	Net Deferred Tax Asset Balance	Pre-Tax Earnings Necessary to Realize <sup>(1)</sup>
	(In millions)				
General business credits	2039	\$ 12	\$ —	\$ 12	\$ N/A
Net operating losses-states	2020-2024	23	11	12	253
Net operating losses-states	2025-2031	20	16	4	65
Net operating losses-states	2032-2039	5	5	—	—
Net operating losses-states	None	2	—	2	N/A

(1) N/A indicates that net operating losses with no expiration and tax credits are not measured on a pre-tax basis.

As detailed in the table above, the Company had a deferred tax asset of \$30 million net of valuation allowance related to net operating losses and tax credit carryforwards at December 31, 2019, of which \$16 million will expire before 2032 (as detailed in the table above).

The Company's determination of the realization of the net deferred tax asset is based on its assessment of all available positive and negative evidence. At December 31, 2019, positive evidence supporting the realization of the deferred tax assets includes a history of positive earnings with no history of significant tax credit carryforwards expiring unused. In addition, the reversal of taxable temporary differences, excluding goodwill and the inclusion of the accretion of taxable temporary differences related to leveraged leases acquired in a previous business combination, will offset approximately \$718 million of the gross deferred tax assets, which is significantly larger than the \$461 million deferred tax asset balance net of valuation allowance at December 31, 2019.

The Company believes that a portion of the state net operating loss carryforwards and state tax credit carryforwards will not be realized due to the length of certain state carryforward periods. Accordingly, a valuation allowance has been established in the amount of \$32 million against such benefits at December 31, 2019 compared to \$30 million at December 31, 2018.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2019	2018	2017
	(In millions)		
Balance at beginning of year	\$ 13	\$ 27	\$ 31
Additions based on tax positions taken in a prior period	25	—	—
Additions based on tax positions taken in the current period	—	11	—
Reductions based on tax positions taken in a prior period	—	(13)	—
Settlements	—	(11)	—
Expiration of statute of limitations	(1)	(1)	(4)
Balance at end of year	<u>\$ 37</u>	<u>\$ 13</u>	<u>\$ 27</u>

The Company files U.S. federal, state, and local income tax returns. In 2015, the Company entered the IRS's Compliance Assurance Process program and tax years 2018 and 2019 remain open. Other than potential adjustments related to credits claimed through amended returns, tax years prior to 2018 are no longer subject to examination by the IRS. Also, with few exceptions, the Company is no longer subject to state and local income tax examinations for tax years before 2015. Currently, there are no material disputed tax positions with federal or state taxing authorities. Accordingly, the Company does not anticipate that any adjustments relating to federal or state tax examinations will result in material changes to its business, financial position, results of operations or cash flows.

As a result of the potential resolution of certain federal and state income tax positions, it is reasonably possible that the UTBs could decrease as much as \$28 million during the next twelve months, since resolved items will be removed from the balance whether their resolution results in payment or recognition in earnings.

As of December 31, 2019, 2018 and 2017, the balances of the Company's UTBs that would reduce the effective tax rates, if recognized, were \$34 million, \$10 million and \$21 million, respectively. The remainder of the UTB balance has indirect tax benefits in other jurisdictions or is the tax effect of temporary differences.

Income tax expense for 2019, 2018 and 2017, includes a total expense (benefit) of \$1 million, \$(2) million and \$(2) million, respectively, for interest expense, interest income and penalties before the impact of any applicable federal and state deductions. As of December 31, 2019 and 2018, the Company had a liability of \$1 million and zero, respectively, for interest and penalties related to income taxes, before the impact of any applicable federal and state deductions.

**NOTE 21. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES**

The following tables present the notional amount and estimated fair value of derivative instruments on a gross basis as of December 31:

	2019			2018		
	Notional Amount	Estimated Fair Value		Notional Amount	Estimated Fair Value	
		Gain <sup>(1)</sup>	Loss <sup>(1)</sup>		Gain <sup>(1)</sup>	Loss <sup>(1)</sup>
(In millions)						
Derivatives in fair value hedging relationships:						
Interest rate swaps	\$ 2,900			\$ 3,231		
Derivatives in cash flow hedging relationships:						
Interest rate swaps	17,250			8,750		
Interest rate floors <sup>(2)</sup>	6,750	208		3,250	72	
Total derivatives designated as hedging instruments	\$ 26,900	\$ 208		\$ 15,231	\$ 72	
Derivatives not designated as hedging instruments:						
Interest rate swaps	\$ 68,075	\$ 376	\$ 164	\$ 49,737	\$ 193	\$ 237
Interest rate options	11,347	27	9	7,178	29	20
Interest rate futures and forward commitments	27,324	10	11	7,961	4	9
Other contracts	10,276	48	58	7,287	72	74
Total derivatives not designated as hedging instruments	\$ 117,022	\$ 461	\$ 242	\$ 72,163	\$ 298	\$ 340
Total derivatives	\$ 143,922	\$ 669	\$ 242	\$ 87,394	\$ 370	\$ 340
Total gross derivative instruments, before netting		\$ 669	\$ 242		\$ 370	\$ 340
Less: Legally enforceable master netting agreements		105	105		108	108
Less: Cash collateral received/posted		229	90		135	71
Total gross derivative instruments, after netting <sup>(3)</sup>		\$ 335	\$ 47		\$ 127	\$ 161

(1) Derivatives in a gain position are recorded as other assets and derivatives in a loss position are recorded as other liabilities on the consolidated balance sheets. There is no fair value presented for contracts that are characterized as settled daily.

(2) Estimated fair value includes premium and change in fair value of the interest rate floors.

(3) The gain amounts, which are not collateralized with cash or other assets or reserved for, represent the net credit risk on all trading and other derivative positions. Financial instruments posted of \$24 million were not offset in the consolidated balance sheets at both December 31, 2019 and 2018.

Subsequent to December 31, 2019, the Company executed net terminations of \$1.25 billion notional value cash flow hedging relationships.

**HEDGING DERIVATIVES**

Derivatives entered into to manage interest rate risk and facilitate asset/liability management strategies are designated as hedging derivatives. Derivative financial instruments that qualify in a hedging relationship are classified, based on the exposure being hedged, as either fair value hedges or cash flow hedges. Additional information regarding accounting policies for derivatives is described in Note 1.

**FAIR VALUE HEDGES**

Fair value hedge relationships mitigate exposure to the change in fair value of an asset, liability or firm commitment.

Regions enters into interest rate swap agreements to manage interest rate exposure on the Company's fixed-rate borrowings. These agreements involve the receipt of fixed-rate amounts in exchange for floating-rate interest payments over the life of the agreements. Regions enters into interest rate swap agreements to manage interest rate exposure on certain of the Company's fixed-rate available for sale debt securities. These agreements involve the payment of fixed-rate amounts in exchange for floating-rate interest receipts.

**CASH FLOW HEDGES**

Cash flow hedge relationships mitigate exposure to the variability of future cash flows or other forecasted transactions.

Regions enters into interest rate swap and floor agreements to manage overall cash flow changes related to interest rate risk exposure on LIBOR-based loans. The agreements effectively modify the Company's exposure to interest rate risk by utilizing receive fixed/pay LIBOR interest rate swaps and interest rate floors.



Regions recognized an unrealized after-tax gain of \$58 million and \$51 million in accumulated other comprehensive income (loss) at December 31, 2019 and 2018, respectively, related to discontinued cash flow hedges of loan instruments which will be amortized into earnings in conjunction with the recognition of interest payments through 2026. Regions recognized pre-tax income of \$14 million and \$45 million during the years ended December 31, 2019 and 2018, respectively related to the amortization of discontinued cash flow hedges of loan instruments.

Regions expects to reclassify into earnings approximately \$50 million in pre-tax expense due to the receipt or payment of interest payments and floor premium amortization on all cash flow hedges within the next twelve months. Included in this amount is \$9 million in pre-tax net gains related to the amortization of discontinued cash flow hedges. The maximum length of time over which Regions is hedging its exposure to the variability in future cash flows for forecasted transactions is approximately 7 years as of December 31, 2019, and a portion of these hedges are forward starting.

The following tables present the effect of hedging derivative instruments on the consolidated statements of income and the total amounts for the respective line items affected for the years ended December 31:

	2019			
	Interest Income		Interest Expense	Non-interest Expense
	Debt securities-taxable	Loans, including fees	Long-term borrowings	Other
	(In millions)			
Total amounts presented in the consolidated statements of income	\$ 643	\$ 3,866	\$ 351	\$ 927
Gains/(losses) on fair value hedging relationships:				
Interest rate contracts:				
Amounts related to interest settlements on derivatives	\$ —	\$ —	\$ (14)	\$ —
Recognized on derivatives	(2)	—	92	—
Recognized on hedged items	2	—	(92)	—
Net income (expense) recognized on fair value hedges	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (14)</u>	<u>\$ —</u>
Gains/(losses) on cash flow hedging relationships: <sup>(1)</sup>				
Interest rate contracts:				
Realized gains (losses) reclassified from AOCI into net income <sup>(2)</sup>	\$ —	\$ (24)	\$ —	\$ —
Net income (expense) recognized on cash flow hedges <sup>(2)</sup>	<u>\$ —</u>	<u>\$ (24)</u>	<u>\$ —</u>	<u>\$ —</u>
	2018			
	Interest Income		Interest Expense	Non-interest Expense
	Debt securities-taxable	Loans, including fees	Long-term borrowings	Other
	(In millions)			
	(In millions)			
Total amounts presented in the consolidated statements of income	\$ 625	\$ 3,613	\$ 322	\$ 963
Gains/(losses) on fair value hedging relationships:				
Interest rate contracts:				
Amounts related to interest settlements on derivatives	\$ (1)	\$ —	\$ (15)	\$ —
Recognized on derivatives	4	—	1	—
Recognized on hedged items	(4)	—	(1)	—
Net income (expense) recognized on fair value hedges	<u>\$ (1)</u>	<u>\$ —</u>	<u>\$ (15)</u>	<u>\$ —</u>
Gains/(losses) on cash flow hedging relationships: <sup>(1)</sup>				
Interest rate contracts:				
Realized gains (losses) reclassified from AOCI into net income <sup>(2)</sup>	\$ —	\$ 12	\$ —	\$ —
Net income (expense) recognized on cash flow hedges <sup>(2)</sup>	<u>\$ —</u>	<u>\$ 12</u>	<u>\$ —</u>	<u>\$ —</u>

	2017			
	Interest Income		Interest Expense	Non-interest Expense
	Debt securities-taxable	Loans, including fees	Long-term borrowings	Other
	(In millions)			
Total amounts presented in the consolidated statements of income	\$ 596	\$ 3,228	\$ 212	\$ 952
Gains/(losses) on fair value hedging relationships:				
Interest rate contracts:				
Amounts related to interest settlements on derivatives	\$ (4)	\$ —	\$ 2	\$ —
Recognized on derivatives	—	—	—	(19)
Recognized on hedged items	—	—	—	20
Net income (expense) recognized on fair value hedges	\$ (4)	\$ —	\$ 2	\$ 1
Gains/(losses) on cash flow hedging relationships: <sup>(1)</sup>				
Interest rate contracts:				
Realized gains (losses) reclassified from AOCI into net income <sup>(2)</sup>	\$ —	\$ 86	\$ —	\$ —
Net income (expense) recognized on cash flow hedges <sup>(2)</sup>	\$ —	\$ 86	\$ —	\$ —

(1) See Note 15 for gain or (loss) recognized for cash flow hedges in AOCI.

(2) Pre-tax

The following tables present the carrying amount and associated cumulative basis adjustment related to the application of hedge accounting that is included in the carrying amount of hedged assets and liabilities in fair value hedging relationships as of December 31:

	2019		2018	
	Hedged Items Currently Designated		Hedged Items Currently Designated	
	Carrying Amount of Assets/(Liabilities)	Hedge Accounting Basis Adjustment	Carrying Amount of Assets/(Liabilities)	Hedge Accounting Basis Adjustment
	(In millions)		(In millions)	
Debt securities available for sale	\$ —	\$ —	\$ 85	\$ —
Long-term borrowings	(2,954)	(49)	(3,103)	50

During 2019 and 2018, the Company terminated fair value hedges related to available for sale debt securities with carrying values of \$337 million and \$604 million, respectively. The remaining basis adjustments related to these terminated hedges were \$3 million and \$4 million, respectively. The Company also de-designated fair value hedges in conjunction with a 2019 debt tender offer. New fair value hedges were transacted for the debt that was not tendered and the basis adjustment of \$2 million related to the terminated fair value hedges was included in the carrying amount of the remaining debt at December 31, 2019. See Note 12 for further information regarding the debt tender offer.

#### DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS

The Company holds a portfolio of interest rate swaps, option contracts, and futures and forward commitments that result from transactions with its commercial customers in which they manage their risks by entering into a derivative with Regions. The Company monitors and manages the net risk in this customer portfolio and enters into separate derivative contracts in order to reduce the overall exposure to pre-defined limits. For both derivatives with its end customers and derivatives Regions enters into to mitigate the risk in this portfolio, the Company is subject to market risk and the risk that the counterparty will default. The contracts in this portfolio are not designated as accounting hedges and are marked-to market through earnings (in capital markets income) and included in other assets and other liabilities, as appropriate.

Regions enters into interest rate lock commitments, which are commitments to originate mortgage loans whereby the interest rate on the loan is determined prior to funding and the customers have locked into that interest rate. At December 31, 2019 and 2018, Regions had \$366 million and \$191 million, respectively, in total notional amount of interest rate lock commitments. Regions manages market risk on interest rate lock commitments and mortgage loans held for sale with corresponding forward sale commitments. Residential mortgage loans held for sale are recorded at fair value with changes in fair value recorded in mortgage income. Commercial mortgage loans held for sale are recorded at either the lower of cost or market or at fair value based on management's election. At December 31, 2019 and 2018, Regions had \$662 million and \$429 million, respectively, in total notional amounts related to these forward sale commitments. Changes in mark-to-market from both interest rate lock commitments and

corresponding forward sale commitments related to residential mortgage loans are included in mortgage income. Changes in mark-to-market from both interest rate lock commitments and corresponding forward sale commitments related to commercial mortgage loans are included in capital markets income.

Regions has elected to account for residential MSRs at fair market value with any changes to fair value being recorded within mortgage income. Concurrent with the election to use the fair value measurement method, Regions began using various derivative instruments, in the form of forward rate commitments, futures contracts, swaps and swaptions to mitigate the effect of changes in the fair value of its residential MSRs in its consolidated statements of income. As of December 31, 2019 and 2018, the total notional amount related to these contracts was \$4.8 billion and \$5.7 billion, respectively.

The following table presents the location and amount of gain or (loss) recognized in income on derivatives not designated as hedging instruments in the consolidated statements of income for the years ended December 31:

<b>Derivatives Not Designated as Hedging Instruments</b>	<b>(In millions)</b>		
	<b>2019</b>	<b>2018</b>	<b>2017</b>
<b>Capital markets income:</b>			
Interest rate swaps	\$ 13	\$ 19	\$ 11
Interest rate options	23	28	28
Interest rate futures and forward commitments	10	3	10
Other contracts	(1)	5	(10)
<b>Total capital markets income</b>	<b>45</b>	<b>55</b>	<b>39</b>
<b>Mortgage income:</b>			
Interest rate swaps	68	(12)	2
Interest rate options	(1)	—	(7)
Interest rate futures and forward commitments	5	(8)	(3)
<b>Total mortgage income</b>	<b>72</b>	<b>(20)</b>	<b>(8)</b>
	<b>\$ 117</b>	<b>\$ 35</b>	<b>\$ 31</b>

## CREDIT DERIVATIVES

Regions has both bought and sold credit protection in the form of participations on interest rate swaps (swap participations). These swap participations, which meet the definition of credit derivatives, were entered into in the ordinary course of business to serve the credit needs of customers. Swap participations, whereby Regions has purchased credit protection, entitle Regions to receive a payment from the counterparty if the customer fails to make payment on any amounts due to Regions upon early termination of the swap transaction and have maturities between 2020 and 2029. Swap participations, whereby Regions has sold credit protection have maturities between 2020 and 2038. For contracts where Regions sold credit protection, Regions would be required to make payment to the counterparty if the customer fails to make payment on any amounts due to the counterparty upon early termination of the swap transaction. Regions bases the current status of the prepayment/performance risk on bought and sold credit derivatives on recently issued internal risk ratings consistent with the risk management practices of unfunded commitments.

Regions' maximum potential amount of future payments under these contracts as of December 31, 2019 was approximately \$592 million. This scenario occurs if variable interest rates were at zero percent and all counterparties defaulted with zero recovery. The fair value of sold protection at December 31, 2019 and 2018 was immaterial. In transactions where Regions has sold credit protection, recourse to collateral associated with the original swap transaction is available to offset some or all of Regions' obligation.

Regions has bought credit protection in the form of credit default indices. These indices, which meet the definition of credit derivatives, were entered into in the ordinary course of business to economically hedge credit spread risk in commercial mortgage loans held for sale whereby the fair value option has been elected. Credit derivatives, whereby Regions has purchased credit protection, entitle Regions to receive a payment from the counterparty if losses on the underlying index exceed a certain threshold, dependent upon the tranche rating of the capital structure.

## CONTINGENT FEATURES

Certain of Regions' derivative instrument contracts with broker-dealers contain credit-related termination provisions and/or credit related provisions regarding the posting of collateral, allowing those broker-dealers to terminate the contracts in the event that Regions' and/or Regions Bank's credit ratings falls below specified ratings from certain major credit rating agencies. The aggregate fair values of all derivative instruments with any credit-risk-related contingent features that were in a liability position on December 31, 2019 and 2018, were \$64 million and \$45 million, respectively, for which Regions had posted collateral of \$67 million and \$43 million, respectively, in the normal course of business.

**NOTE 22. FAIR VALUE MEASUREMENTS**

See Note 1 for a description of valuation methodologies for assets and liabilities measured at fair value on a recurring and non-recurring basis. Assets and liabilities measured at fair value rarely transfer between Level 1 and Level 2 measurements. Marketable equity securities and debt securities available for sale may be periodically transferred to or from Level 3 valuation based on management's conclusion regarding the observability of inputs used in valuing the securities. Such transfers are accounted for as if they occur at the beginning of a reporting period.

The following table presents assets and liabilities measured at estimated fair value on a recurring basis and non-recurring basis as of December 31:

	2019				2018			
	Level 1	Level 2	Level 3 <sup>(1)</sup>	Total Estimated Fair Value	Level 1	Level 2	Level 3 <sup>(1)</sup>	Total Estimated Fair Value
(In millions)								
<b>Recurring fair value measurements</b>								
Debt securities available for sale:								
U.S. Treasury securities	\$ 182	\$ —	\$ —	\$ 182	\$ 280	\$ —	\$ —	\$ 280
Federal agency securities	—	43	—	43	—	43	—	43
Mortgage-backed securities (MBS):								
Residential agency	—	15,516	—	15,516	—	16,624	—	16,624
Residential non-agency	—	—	1	1	—	—	2	2
Commercial agency	—	4,766	—	4,766	—	3,835	—	3,835
Commercial non-agency	—	647	—	647	—	760	—	760
Corporate and other debt securities	—	1,450	1	1,451	—	1,182	3	1,185
Total debt securities available for sale	\$ 182	\$ 22,422	\$ 2	\$ 22,606	\$ 280	\$ 22,444	\$ 5	\$ 22,729
Loans held for sale	\$ —	\$ 436	\$ 3	\$ 439	\$ —	\$ 251	\$ —	\$ 251
Marketable equity securities	\$ 450	\$ —	\$ —	\$ 450	\$ 429	\$ —	\$ —	\$ 429
Residential mortgage servicing rights	\$ —	\$ —	\$ 345	\$ 345	\$ —	\$ —	\$ 418	\$ 418
Derivative assets:								
Interest rate swaps	\$ —	\$ 376	\$ —	\$ 376	\$ —	\$ 193	\$ —	\$ 193
Interest rate options	—	227	8	235	—	96	5	101
Interest rate futures and forward commitments	—	4	6	10	—	4	—	4
Other contracts	—	47	1	48	2	70	—	72
Total derivative assets	\$ —	\$ 654	\$ 15	\$ 669	\$ 2	\$ 363	\$ 5	\$ 370
Derivative liabilities:								
Interest rate swaps	\$ —	\$ 164	\$ —	\$ 164	\$ —	\$ 237	\$ —	\$ 237
Interest rate options	—	9	—	9	—	20	—	20
Interest rate futures and forward commitments	—	11	—	11	—	9	—	9
Other contracts	—	53	5	58	2	69	3	74
Total derivative liabilities	\$ —	\$ 237	\$ 5	\$ 242	\$ 2	\$ 335	\$ 3	\$ 340
<b>Non-recurring fair value measurements</b>								
Loans held for sale	\$ —	\$ —	\$ 14	\$ 14	\$ —	\$ —	\$ 10	\$ 10
Equity investments without a readily determinable fair value	—	—	32	32	—	—	27	27
Foreclosed property and other real estate	—	—	42	42	—	16	3	19

(1) All following disclosures related to Level 3 recurring and non-recurring assets do not include those deemed to be immaterial.

Assets and liabilities in all levels could result in volatile and material price fluctuations. Realized and unrealized gains and losses on Level 3 assets represent only a portion of the risk to market fluctuations in Regions' consolidated balance sheets. Further, derivatives included in Levels 2 and 3 are used by ALCO in a holistic approach to managing price fluctuation risks.

The following tables illustrate rollforwards for all material assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2019, 2018 and 2017, respectively. The net changes in realized gains (losses) included in earnings related to Level 3 assets and liabilities held at December 31, 2019, 2018, 2017 are not material.

Year Ended December 31, 2019										
Opening Balance January 1, 2019	Total Realized / Unrealized Gains or Losses			Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Closing Balance December 31, 2019
	Included in Earnings	Included in Other Comprehensive Income (Loss)								
(In millions)										
<b>Level 3 Instruments Only</b>										
Residential mortgage servicing rights	\$ 418	(115) <sup>(1)</sup>	—	42	—	—	—	—	—	\$ 345

Year Ended December 31, 2018										
Opening Balance January 1, 2018	Total Realized / Unrealized Gains or Losses			Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Closing Balance December 31, 2018
	Included in Earnings	Included in Other Comprehensive Income (Loss)								
(In millions)										
<b>Level 3 Instruments Only</b>										
Residential mortgage servicing rights	\$ 336	(29) <sup>(1)</sup>	—	111	—	—	—	—	—	\$ 418

Year Ended December 31, 2017										
Opening Balance January 1, 2017	Total Realized / Unrealized Gains or Losses			Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Closing Balance December 31, 2017
	Included in Earnings	Included in Other Comprehensive Income (Loss)								
(In millions)										
<b>Level 3 Instruments Only</b>										
Residential mortgage servicing rights	\$ 324	(52) <sup>(1)</sup>	—	64	—	—	—	—	—	\$ 336

(1) Included in mortgage income.

The following table presents the fair value adjustments related to non-recurring fair value measurements for the years ended December 31:

	2019	2018
	(In millions)	
Loans held for sale	\$ (12)	\$ (13)
Equity investments without a readily determinable fair value	1	8
Foreclosed property and other real estate	(30)	(15)

The following tables present detailed information regarding material assets and liabilities measured at fair value using significant unobservable inputs (Level 3) as of December 31, 2019, 2018 and 2017. The tables include the valuation techniques and the significant unobservable inputs utilized. The range of each significant unobservable input as well as the weighted-average within the range utilized at December 31, 2019, 2018 and 2017 are included. Following the tables are descriptions of the valuation techniques and the sensitivity of the techniques to changes in the significant unobservable inputs.

<b>December 31, 2019</b>					
<b>Level 3 Estimated Fair Value at December 31, 2019</b>	<b>Valuation Technique</b>	<b>Unobservable Input(s)</b>	<b>Quantitative Range of Unobservable Inputs and (Weighted-Average)</b>		
<b>(Dollars in millions)</b>					
<b>Recurring fair value measurements:</b>					
Residential mortgage servicing rights <sup>(1)</sup>	\$345	Discounted cash flow	Weighted-average CPR (%)	7.4% - 26.1% (12.0%)	
			OAS (%)	5.2% - 10.2% (6.18%)	
<b>December 31, 2018</b>					
<b>Level 3 Estimated Fair Value at December 31, 2018</b>	<b>Valuation Technique</b>	<b>Unobservable Input(s)</b>	<b>Quantitative Range of Unobservable Inputs and (Weighted-Average)</b>		
<b>(Dollars in millions)</b>					
<b>Recurring fair value measurements:</b>					
Residential mortgage servicing rights <sup>(1)</sup>	\$418	Discounted cash flow	Weighted-average CPR (%)	4.4% - 42.6% (9.0%)	
			OAS (%)	5.7% - 15.0% (7.6%)	
<b>December 31, 2017</b>					
<b>Level 3 Estimated Fair Value at December 31, 2017</b>	<b>Valuation Technique</b>	<b>Unobservable Input(s)</b>	<b>Quantitative Range of Unobservable Inputs and (Weighted-Average)</b>		
<b>(Dollars in millions)</b>					
<b>Recurring fair value measurements:</b>					
Residential mortgage servicing rights <sup>(1)</sup>	\$336	Discounted cash flow	Weighted-average CPR (%)	7.9% - 28.1% (9.9%)	
			OAS (%)	8.1% - 15.0% (8.6%)	

(1) See Note 7 for additional disclosures related to assumptions used in the fair value calculation for residential mortgage servicing rights.

**RECURRING FAIR VALUE MEASUREMENTS USING SIGNIFICANT UNOBSERVABLE INPUTS**

Residential mortgage servicing rights

The significant unobservable inputs used in the fair value measurement of residential MSRs are OAS and CPR. This valuation requires generating cash flow projections over multiple interest rate scenarios and discounting those cash flows at a risk adjusted rate. Additionally, the impact of prepayments and changes in the OAS are based on a variety of underlying inputs including servicing costs. Increases or decreases to the underlying cash flow inputs will have a corresponding impact on the value of the MSR asset. The net change in unrealized gains (losses) included in earnings related to MSRs held at period end are disclosed as the changes in valuation inputs or assumptions included in the MSR rollforward table in Note 7.

## FAIR VALUE OPTION

Regions has elected the fair value option for all eligible agency residential mortgage loans and certain commercial mortgage loans originated with the intent to sell. These elections allow for a more effective offset of the changes in fair values of the loans and the derivative instruments used to economically hedge them without the burden of complying with the requirements for hedge accounting. Regions has not elected the fair value option for other loans held for sale primarily because they are not economically hedged using derivative instruments. Fair values of residential mortgage loans held for sale are based on traded market prices of similar assets where available and/or discounted cash flows at market interest rates, adjusted for securitization activities that include servicing values and market conditions, and are recorded in loans held for sale in the consolidated balance sheets.

The following table summarizes the difference between the aggregate fair value and the aggregate unpaid principal balance for mortgage loans held for sale measured at fair value at December 31:

	2019			2018		
	Aggregate Fair Value	Aggregate Unpaid Principal	Aggregate Fair Value Less Aggregate Unpaid Principal	Aggregate Fair Value	Aggregate Unpaid Principal	Aggregate Fair Value Less Aggregate Unpaid Principal
	(In millions)					
Mortgage loans held for sale, at fair value	\$ 439	\$ 425	\$ 14	\$ 251	\$ 242	\$ 9

Interest income on mortgage loans held for sale is recognized based on contractual rates and is reflected in interest income on loans held for sale in the consolidated statements of income. The following table details net gains and losses resulting from changes in fair value of these loans, which were recorded in mortgage income in the consolidated statements of income for the years presented. These changes in fair value are mostly offset by economic hedging activities. An immaterial portion of these amounts was attributable to changes in instrument-specific credit risk.

	2019		2018	
	(In millions)			
Net gains (losses) resulting from changes in fair value	\$	4	\$	(2)

The carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of the Company's financial instruments as of December 31, 2019 are as follows:

	2019				
	Carrying Amount	Estimated Fair Value <sup>(1)</sup>	Level 1	Level 2	Level 3
	(In millions)				
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 4,114	\$ 4,114	\$ 4,114	\$ —	\$ —
Debt securities held to maturity	1,332	1,372	—	1,372	—
Debt securities available for sale	22,606	22,606	182	22,422	2
Loans held for sale	637	637	—	620	17
Loans (excluding leases), net of unearned income and allowance for loan losses <sup>(2)(3)</sup>	80,841	80,799	—	—	80,799
Other earning assets <sup>(4)</sup>	1,221	1,221	450	771	—
Derivative assets	669	669	—	654	15
<b>Financial liabilities:</b>					
Derivative liabilities	242	242	—	237	5
Deposits	97,475	97,516	—	97,516	—
Short-term borrowings	2,050	2,050	—	2,050	—
Long-term borrowings	7,879	8,275	—	7,442	833
Loan commitments and letters of credit	67	471	—	—	471

- (1) Estimated fair values are consistent with an exit price concept. The assumptions used to estimate the fair values are intended to approximate those that a market participant would use in a hypothetical orderly transaction. In estimating fair value, the Company makes adjustments for estimated changes in interest rates, market liquidity and credit spreads in the periods they are deemed to have occurred.
- (2) The estimated fair value of portfolio loans assumes sale of the loans to a third-party financial investor. Accordingly, the value to the Company if the loans were held to maturity is not reflected in the fair value estimate. The fair value discount on the loan portfolio's net carrying amount at December 31, 2019 was \$42 million or 0.1% percent.
- (3) Excluded from this table is the capital lease carrying amount of \$1.3 billion at December 31, 2019.
- (4) Excluded from this table is the operating lease carrying amount of \$297 million at December 31, 2019.

The carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of the Company's financial instruments as of December 31, 2018 are as follows:

	2018				
	Carrying Amount	Estimated Fair Value <sup>(1)</sup>	Level 1	Level 2	Level 3
(In millions)					
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 3,538	\$ 3,538	\$ 3,538	\$ —	\$ —
Debt securities held to maturity	1,482	1,460	—	1,460	—
Debt securities available for sale	22,729	22,729	280	22,444	5
Loans held for sale	304	304	—	287	17
Loans (excluding leases), net of unearned income and allowance for loan losses <sup>(2)(3)</sup>	81,054	79,386	—	—	79,386
Other earning assets <sup>(4)</sup>	1,350	1,350	429	921	—
Derivative assets	370	370	2	363	5
<b>Financial liabilities:</b>					
Derivative liabilities	340	340	2	335	3
Deposits	94,491	94,531	—	94,531	—
Short-term borrowings	1,600	1,600	—	1,600	—
Long-term borrowings	12,424	12,610	—	12,408	202
Loan commitments and letters of credit	79	435	—	—	435

- (1) Estimated fair values are consistent with an exit price concept. The assumptions used to estimate the fair values are intended to approximate those that a market participant would use in a hypothetical orderly transaction. In estimating fair value, the Company makes adjustments for estimated changes in interest rates, market liquidity and credit spreads in the periods they are deemed to have occurred.
- (2) The estimated fair value of portfolio loans assumes sale of the loans to a third-party financial investor. Accordingly, the value to the Company if the loans were held to maturity is not reflected in the fair value estimate. The fair value discount on the loan portfolio's net carrying amount at December 31, 2018 was \$1.7 billion or 2.1% percent.
- (3) Excluded from this table is the capital lease carrying amount of \$1.1 billion at December 31, 2018.
- (4) Excluded from this table is the operating lease carrying amount of \$369 million at December 31, 2018.

**NOTE 23. BUSINESS SEGMENT INFORMATION**

Each of Regions' reportable segments is a strategic business unit that serves specific needs of Regions' customers based on the products and services provided. The segments are based on the manner in which management views the financial performance of the business. The Company has three reportable segments: Corporate Bank, Consumer Bank, and Wealth Management, with the remainder split between Discontinued Operations and Other.

The application and development of management reporting methodologies is a dynamic process and is subject to periodic enhancements. As these enhancements are made, financial results presented by each reportable segment may be periodically revised.

The Corporate Bank segment represents the Company's commercial banking functions including commercial and industrial, commercial real estate and investor real estate lending. This segment also includes equipment lease financing, as well as capital markets activities, which include securities underwriting and placement, loan syndication and placement, foreign exchange, derivatives, merger and acquisition and other advisory services. Corporate Bank customers include corporate, middle market, and commercial real estate developers and investors. Corresponding deposit products related to these types of customers are also included in this segment.



The Consumer Bank segment represents the Company's branch network, including consumer banking products and services related to residential first mortgages, home equity lines and loans, branch small business loans, indirect loans, consumer credit cards and other consumer loans, as well as the corresponding deposit relationships. These services are also provided through alternative channels such as the internet and telephone banking.

The Wealth Management segment offers individuals, businesses, governmental institutions and non-profit entities a wide range of solutions to help protect, grow and transfer wealth. Offerings include credit related products, trust and investment management, asset management, retirement and savings solutions and estate planning.

Discontinued operations includes all brokerage and investment activities associated with the sale of Morgan Keegan which closed on April 2, 2012, as well as the sale of Regions Insurance Group, Inc. and related affiliates, which closed on July 2, 2018. See Note 3 "Discontinued Operations" for related discussion.

Other includes the Company's Treasury function, the securities portfolio, wholesale funding activities, interest rate risk management activities and other corporate functions that are not related to a strategic business unit. Also within Other are certain reconciling items in order to translate the segment results that are based on management accounting practices into consolidated results. Management accounting practices utilized by Regions as the basis of presentation for segment results include the following:

- Net interest income and other financing income is presented based upon an FTP approach, for which market-based funding charges/credits are assigned within the segments. By allocating a cost or a credit to each product based on the FTP framework, management is able to more effectively measure the net interest margin contribution of its assets/liabilities by segment. The summation of the interest income/expense and FTP charges/credits for each segment is its designated net interest income and other financing income. The variance between the Company's cumulative FTP charges and cumulative FTP credits is offset in Other.
- Provision for loan losses is allocated to each segment based on an estimated loss methodology. The difference between the consolidated provision for loan losses and the segments' estimated loss is reflected in Other.
- Income tax expense (benefit) is calculated for the Corporate Bank, Consumer Bank and Wealth Management based on a consistent federal and state statutory rate. Discontinued Operations reflects the actual income tax expense (benefit) of its results. Any difference between the Company's consolidated income tax expense (benefit) and the segments' calculated amounts is reflected in Other.
- Management reporting allocations of certain expenses are made in order to analyze the financial performance of the segments. These allocations consist of operational and overhead cost pools and are intended to represent the total costs to support a segment.

The following tables present financial information for each reportable segment for the year ended December 31:

	2019						Consolidated
	Corporate Bank	Consumer Bank	Wealth Management	Other	Continuing Operations	Discontinued Operations	
	(In millions)						
Net interest income and other financing income (loss)	\$ 1,436	\$ 2,329	\$ 179	\$ (199)	\$ 3,745	\$ —	\$ 3,745
Provision (credit) for loan losses	179	338	15	(145)	387	—	387
Non-interest income	539	1,214	332	31	2,116	—	2,116
Non-interest expense	931	2,055	348	155	3,489	—	3,489
Income (loss) before income taxes	865	1,150	148	(178)	1,985	—	1,985
Income tax expense (benefit)	215	287	38	(137)	403	—	403
Net income (loss)	\$ 650	\$ 863	\$ 110	\$ (41)	\$ 1,582	\$ —	\$ 1,582
Average assets	\$ 53,867	\$ 35,045	\$ 2,183	\$ 34,015	\$ 125,110	\$ —	\$ 125,110

	2018						
	Corporate Bank	Consumer Bank	Wealth Management	Other	Continuing Operations	Discontinued Operations	Consolidated
	(In millions)						
Net interest income and other financing income (loss)	\$ 1,374	\$ 2,209	\$ 193	\$ (41)	\$ 3,735	\$ 1	\$ 3,736
Provision (credit) for loan losses	175	317	16	(279)	229	—	229
Non-interest income	546	1,144	316	13	2,019	349	2,368
Non-interest expense	916	2,046	345	263	3,570	79	3,649
Income (loss) before income taxes	829	990	148	(12)	1,955	271	2,226
Income tax expense (benefit)	207	248	36	(104)	387	80	467
Net income (loss)	\$ 622	\$ 742	\$ 112	\$ 92	\$ 1,568	\$ 191	\$ 1,759
Average assets	\$ 51,530	\$ 35,066	\$ 2,287	\$ 34,415	\$ 123,298	\$ 82	\$ 123,380
	2017						
	Corporate Bank	Consumer Bank	Wealth Management	Other	Continuing Operations	Discontinued Operations	Consolidated
	(In millions)						
Net interest income and other financing income (loss)	\$ 1,422	\$ 2,141	\$ 190	\$ (214)	\$ 3,539	\$ 1	\$ 3,540
Provision (credit) for loan losses	258	297	20	(425)	150	—	150
Non-interest income	498	1,118	302	44	1,962	146	2,108
Non-interest expense	860	2,049	333	249	3,491	128	3,619
Income (loss) before income taxes	802	913	139	6	1,860	19	1,879
Income tax expense (benefit)	305	347	53	(86)	619	(3)	616
Net income (loss)	\$ 497	\$ 566	\$ 86	\$ 92	\$ 1,241	\$ 22	\$ 1,263
Average assets	\$ 51,680	\$ 34,938	\$ 2,459	\$ 34,739	\$ 123,816	\$ 160	\$ 123,976

## NOTE 24. COMMITMENTS, CONTINGENCIES AND GUARANTEES

### COMMERCIAL COMMITMENTS

Regions issues off-balance sheet financial instruments in connection with lending activities. The credit risk associated with these instruments is essentially the same as that involved in extending loans to customers and is subject to Regions' normal credit approval policies and procedures. Regions measures inherent risk associated with these instruments by recording a reserve for unfunded commitments based on an assessment of the likelihood that the guarantee will be funded and the creditworthiness of the customer or counterparty. Collateral is obtained based on management's assessment of the creditworthiness of the customer.

Credit risk associated with these instruments as of December 31 is represented by the contractual amounts indicated in the following table:

	2019		2018	
	(In millions)			
Unused commitments to extend credit	\$	52,976	\$	51,406
Standby letters of credit		1,521		1,428
Commercial letters of credit		59		44
Liabilities associated with standby letters of credit		22		28
Assets associated with standby letters of credit		23		29
Reserve for unfunded credit commitments		45		51



*Unused commitments to extend credit*—To accommodate the financial needs of its customers, Regions makes commitments under various terms to lend funds to consumers, businesses and other entities. These commitments include (among others) credit card and other revolving credit agreements, term loan commitments and short-term borrowing agreements. Many of these loan commitments have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of these commitments are expected to expire without being funded, the total commitment amounts do not necessarily represent future liquidity requirements.

*Standby letters of credit*—Standby letters of credit are also issued to customers which commit Regions to make payments on behalf of customers if certain specified future events occur. Regions has recourse against the customer for any amount required to be paid to a third party under a standby letter of credit. The credit risk involved in the issuance of these guarantees is essentially the same as that involved in extending loans to clients and as such, the instruments are collateralized when necessary. Historically, a large percentage of standby letters of credit expire without being funded. The contractual amount of standby letters of credit represents the maximum potential amount of future payments Regions could be required to make and represents Regions' maximum credit risk.

*Commercial letters of credit*—Commercial letters of credit are issued to facilitate foreign or domestic trade transactions for customers. As a general rule, drafts will be drawn when the goods underlying the transaction are in transit.

## LEGAL CONTINGENCIES

Regions and its subsidiaries are subject to loss contingencies related to litigation, claims, investigations and legal and administrative cases and proceedings arising in the ordinary course of business. Regions evaluates these contingencies based on information currently available, including advice of counsel. Regions establishes accruals for those matters when a loss contingency is considered probable and the related amount is reasonably estimable. Any accruals are periodically reviewed and may be adjusted as circumstances change. Some of Regions' exposure with respect to loss contingencies may be offset by applicable insurance coverage. In determining the amounts of any accruals or estimates of possible loss contingencies however, Regions does not take into account the availability of insurance coverage. To the extent that Regions has an insurance recovery, the proceeds are recorded in the period the recovery is received.

In addition, Regions has agreed to indemnify Raymond James for all legal matters resulting from pre-closing activities in conjunction with the sale of Morgan Keegan and recorded an indemnification obligation at fair value in the second quarter of 2012.

When it is practicable, Regions estimates possible loss contingencies, whether or not there is an accrued probable loss. When Regions is able to estimate such possible losses, and when it is reasonably possible Regions could incur losses in excess of amounts accrued, Regions discloses the aggregate estimation of such possible losses. Regions currently estimates that it is reasonably possible that it may experience losses in excess of what Regions has accrued in an aggregate amount of up to approximately \$20 million as of December 31, 2019, with it also being reasonably possible that Regions could incur no losses in excess of amounts accrued. However, as available information changes, the matters for which Regions is able to estimate, as well as the estimates themselves will be adjusted accordingly. The reasonably possible estimate includes legal contingencies that are subject to the indemnification agreement with Raymond James.

Assessments of litigation and claims exposure are difficult because they involve inherently unpredictable factors including, but not limited to, the following: whether the proceeding is in the early stages; whether damages are unspecified, unsupported, or uncertain; whether there is a potential for punitive or other pecuniary damages; whether the matter involves legal uncertainties, including novel issues of law; whether the matter involves multiple parties and/or jurisdictions; whether discovery has begun or is not complete; whether meaningful settlement discussions have commenced; and whether the lawsuit involves class allegations. Assessments of class action litigation, which is generally more complex than other types of litigation, are particularly difficult, especially in the early stages of the proceeding when it is not known whether a class will be certified or how a potential class, if certified, will be defined. As a result, Regions may be unable to estimate reasonably possible losses with respect to some of the matters disclosed below, and the aggregated estimated amount discussed above may not include an estimate for every matter disclosed below.

Regions is involved in formal and informal information-gathering requests, investigations, reviews, examinations and proceedings by various governmental regulatory agencies, law enforcement authorities and self-regulatory bodies regarding Regions' business, Regions' business practices and policies, and the conduct of persons with whom Regions does business. Additional inquiries will arise from time to time. In connection with those inquiries, Regions receives document requests, subpoenas and other requests for information. The inquiries, including the one described below, could develop into administrative, civil or criminal proceedings or enforcement actions that could result in consequences that have a material effect on Regions' consolidated financial position, results of operations or cash flows as a whole. Such consequences could include adverse judgments, findings, settlements, penalties, fines, orders, injunctions, restitution, or alterations in our business practices, and could result in additional expenses and collateral costs, including reputational damage.

Regions is cooperating with an investigation by the United States Attorney's Office for the Eastern District of New York pertaining to Regions' banking relationship with a former customer and accounts maintained by related entities and individuals

affiliated with the customer who may be involved in criminal activity, as well as related aspects of Regions' Anti-Money Laundering and Bank Secrecy Act compliance program.

While the final outcome of litigation and claims exposures or of any inquiries is inherently unpredictable, management is currently of the opinion that the outcome of pending and threatened litigation and inquiries will not have a material effect on Regions' business, consolidated financial position, results of operations or cash flows as a whole. However, in the event of unexpected future developments, it is reasonably possible that an adverse outcome in any of the matters discussed above could be material to Regions' business, consolidated financial position, results of operations or cash flows for any particular reporting period of occurrence.

## **GUARANTEES**

### *INDEMNIFICATION OBLIGATION*

As discussed in Note 3, on April 2, 2012 ("Closing Date"), Regions closed the sale of Morgan Keegan and related affiliates to Raymond James. In connection with the sale, Regions agreed to indemnify Raymond James for all legal matters related to pre-closing activities, including matters filed subsequent to the Closing Date that relate to actions that occurred prior to closing. Losses under the indemnification include legal and other expenses, such as costs for judgments, settlements and awards associated with the defense and resolution of the indemnified matters. The maximum potential amount of future payments that Regions could be required to make under the indemnification is indeterminable due to the indefinite term of some of the obligations. As of December 31, 2019, the carrying value and fair value of the indemnification obligation were immaterial.

### *FANNIE MAE DUS LOSS SHARE GUARANTEE*

Regions is a DUS lender. The DUS program provides liquidity to the multi-family housing market. Regions services loans sold to Fannie Mae and is required to provide a loss share guarantee equal to one-third of the principal balance for the majority of its DUS servicing portfolio. At December 31, 2019 and 2018, the Company's DUS servicing portfolio totaled approximately \$3.9 billion and \$3.6 billion, respectively. Regions' maximum quantifiable contingent liability related to its loss share guarantee was approximately \$1.3 billion and \$1.2 billion at December 31, 2019 and 2018, respectively. The Company would be liable for this amount only if all of the loans it services for Fannie Mae, for which the Company retains some risk of loss, were to default and all of the collateral underlying these loans was determined to be without value at the time of settlement. Therefore, the maximum quantifiable contingent liability is not representative of the actual loss the Company would be expected to incur. The estimated fair value of the associated loss share guarantee recorded as a liability on the Company's consolidated balance sheets was approximately \$4 million for both December 31, 2019 and 2018. Refer to Note 1 for additional information.

### *VISA INDEMNIFICATION*

As a member of the Visa USA network, Regions, along with other members, indemnified Visa USA against litigation. On October 3, 2007, Visa USA was restructured and acquired several Visa affiliates. In conjunction with this restructuring, Regions' indemnification of Visa USA was modified to cover specific litigation ("covered litigation").

A portion of Visa's proceeds from its IPO was put into escrow to fund the covered litigation. To the extent that the amount available under the escrow arrangement, or subsequent fundings of the escrow account resulting from reductions in the class B share conversion ratio, is insufficient to fully resolve the covered litigation, Visa will enforce the indemnification obligations of Visa USA's members for any excess amount. At this time, Regions has concluded that it is not probable that covered litigation exposure will exceed the class B share value.

## **NOTE 25. REVENUE RECOGNITION**

The Company records revenue when control of the promised products or services is transferred to the customer, in an amount that reflects the consideration Regions expects to be entitled to receive in exchange for those products or services. Refer to Note 1 for descriptions of the accounting and reporting policies related to revenue recognition.

The following tables present total non-interest income disaggregated by major product category for each reportable segment for the period indicated:

Year Ended December 31, 2019								
	Corporate Bank	Consumer Bank	Wealth Management	Other Segment Revenue	Other <sup>(1)</sup>	Continuing Operations	Discontinued Operations	
(In millions)								
Service charges on deposit accounts	\$ 154	\$ 565	\$ 3	\$ —	\$ 7	\$ 729	\$ —	
Card and ATM fees	54	422	1	—	(22)	455	—	
Investment management and trust fee income	—	—	243	—	—	243	—	
Capital markets income	69	—	—	—	109	178	—	
Mortgage income	—	—	—	—	163	163	—	
Investment services fee income	—	—	79	—	—	79	—	
Commercial credit fee income	—	—	—	—	73	73	—	
Bank-owned life insurance	—	—	—	—	78	78	—	
Securities gains (losses), net	—	—	—	—	(28)	(28)	—	
Market value adjustments on employee benefit assets - defined benefit	—	—	—	—	5	5	—	
Market value adjustments on employee benefit assets - other	—	—	—	—	11	11	—	
Other miscellaneous income	18	58	5	(2)	51	130	—	
	<u>\$ 295</u>	<u>\$ 1,045</u>	<u>\$ 331</u>	<u>\$ (2)</u>	<u>\$ 447</u>	<u>\$ 2,116</u>	<u>\$ —</u>	

Year Ended December 31, 2018								
	Corporate Bank	Consumer Bank	Wealth Management	Other Segment Revenue	Other <sup>(1)</sup>	Continuing Operations	Discontinued Operations	
(In millions)								
Service charges on deposit accounts	\$ 145	\$ 554	\$ 3	\$ —	\$ 8	\$ 710	\$ —	
Card and ATM fees	52	404	1	(1)	(18)	438	—	
Investment management and trust fee income	—	—	235	—	—	235	—	
Capital markets income	76	—	—	—	126	202	—	
Mortgage income	—	—	—	—	137	137	—	
Investment services fee income	—	—	71	—	—	71	—	
Commercial credit fee income	—	—	—	—	71	71	—	
Bank-owned life insurance	—	—	—	—	65	65	—	
Securities gains (losses), net	—	—	—	—	1	1	(1)	
Market value adjustments on employee benefit assets - defined benefit	—	—	—	—	(6)	(6)	—	
Market value adjustments on employee benefit assets - other	—	—	—	—	(5)	(5)	—	
Insurance commissions and fees	—	—	1	3	—	4	69	
Gain on sale of business <sup>(1)</sup>	—	—	—	—	—	—	—	281
Other miscellaneous income	13	42	3	(1)	39	96	—	
	<u>\$ 286</u>	<u>\$ 1,000</u>	<u>\$ 314</u>	<u>\$ 1</u>	<u>\$ 418</u>	<u>\$ 2,019</u>	<u>\$ 349</u>	

	Year Ended December 31, 2017 <sup>(2)</sup>						
	Corporate Bank	Consumer Bank	Wealth Management	Other Segment Revenue	Other <sup>(1)</sup>	Continuing Operations	Discontinued Operations
	(In millions)						
Service charges on deposit accounts	\$ 140	\$ 530	\$ 3	\$ 1	\$ 9	\$ 683	\$ —
Card and ATM fees	47	382	—	1	(13)	417	—
Investment management and trust fee income	—	—	230	—	—	230	—
Capital markets income	48	—	—	—	113	161	—
Mortgage income	—	—	—	—	149	149	—
Investment services fee income	—	—	60	—	—	60	—
Commercial credit fee income	—	—	—	—	71	71	—
Bank-owned life insurance	—	—	—	—	81	81	—
Securities gains (losses), net	—	—	—	—	19	19	3
Market value adjustments on employee benefit assets - defined benefit	—	—	—	—	—	—	—
Market value adjustments on employee benefit assets - other	—	—	—	—	16	16	—
Insurance commissions and fees	—	—	1	4	—	5	140
Other miscellaneous income	13	45	4	—	8	70	3
	<u>\$ 248</u>	<u>\$ 957</u>	<u>\$ 298</u>	<u>\$ 6</u>	<u>\$ 453</u>	<u>\$ 1,962</u>	<u>\$ 146</u>

(1) This revenue is not impacted by the new accounting guidance and continues to be recognized when earned in accordance with the Company's existing revenue recognition policy.

(2) The amounts included for 2017 have not been adjusted under the modified retrospective method.

Regions elected the practical expedient related to contract costs and will continue to expense sales commissions and any related contract costs when incurred because the amortization period would have been one year or less.

Regions also elected the practical expedient related to remaining performance obligations and therefore did not disclose the value of unsatisfied performance obligations for 1) contracts with an original expected length of one year or less and 2) contracts for which revenue is recognized at the amount to which Regions has the right to invoice for services performed.

**NOTE 26. PARENT COMPANY ONLY FINANCIAL STATEMENTS**

Presented below are condensed financial statements of Regions Financial Corporation:

**Balance Sheets**

	December 31	
	2019	2018
	(In millions)	
<b>Assets</b>		
Interest-bearing deposits in other banks	\$ 1,935	\$ 1,863
Loans to subsidiaries	20	20
Debt securities available for sale	21	20
Premises and equipment, net	41	44
Investments in subsidiaries:		
Banks	16,939	15,953
Non-banks	207	172
	17,146	16,125
Other assets	295	332
Total assets	\$ 19,458	\$ 18,404
<b>Liabilities and Stockholders' Equity</b>		
Long-term borrowings	\$ 2,950	\$ 3,102
Other liabilities	213	212
Total liabilities	3,163	3,314
Stockholders' equity:		
Preferred stock	1,310	820
Common stock	10	11
Additional paid-in capital	12,685	13,766
Retained earnings	3,751	2,828
Treasury stock, at cost	(1,371)	(1,371)
Accumulated other comprehensive income (loss), net	(90)	(964)
Total stockholders' equity	16,295	15,090
Total liabilities and stockholders' equity	\$ 19,458	\$ 18,404





**Statements of Income**

	Year Ended December 31		
	2019	2018	2017
	(In millions)		
<b>Income:</b>			
Dividends received from subsidiaries	\$ 1,675	\$ 2,190	\$ 1,300
Interest from subsidiaries	4	3	7
Other	7	7	2
	<u>1,686</u>	<u>2,200</u>	<u>1,309</u>
<b>Expenses:</b>			
Salaries and employee benefits	54	52	65
Interest	153	123	81
Furniture and equipment expense	5	4	4
Other	84	76	69
	<u>296</u>	<u>255</u>	<u>219</u>
Income before income taxes and equity in undistributed earnings of subsidiaries	1,390	1,945	1,090
Income tax benefit	(68)	(64)	(65)
Income from continuing operations	<u>1,458</u>	<u>2,009</u>	<u>1,155</u>
<b>Discontinued operations:</b>			
Income (loss) from discontinued operations before income taxes	—	271	8
Income tax expense	—	80	2
Income (loss) from discontinued operations, net of tax	<u>—</u>	<u>191</u>	<u>6</u>
Income before equity in undistributed earnings of subsidiaries and preferred dividends	1,458	2,200	1,161
<b>Equity in undistributed earnings of subsidiaries:</b>			
Banks	110	(454)	74
Non-banks	14	13	28
	<u>124</u>	<u>(441)</u>	<u>102</u>
Net income	1,582	1,759	1,263
Preferred stock dividends	(79)	(64)	(64)
Net income available to common shareholders	<u>\$ 1,503</u>	<u>\$ 1,695</u>	<u>\$ 1,199</u>

**Statements of Cash Flows**

	Year Ended December 31		
	2019	2018	2017
	(In millions)		
<b>Operating activities:</b>			
Net income	\$ 1,582	\$ 1,759	\$ 1,263
<b>Adjustments to reconcile net cash from operating activities:</b>			
Equity in undistributed earnings of subsidiaries	(124)	441	(102)
Depreciation, amortization and accretion, net	4	3	2
Loss on sale of assets	—	—	1
Loss on early extinguishment of debt	16	—	—
(Gain) on sale of business	—	(281)	—
<b>Net change in operating assets and liabilities:</b>			
Other assets	18	(35)	(19)
Other liabilities	(7)	(8)	2
Other	122	31	41
<b>Net cash from operating activities</b>	<b>1,611</b>	<b>1,910</b>	<b>1,188</b>
<b>Investing activities:</b>			
(Investment in) / repayment of investment in subsidiaries	(18)	146	142
Proceeds from sales and maturities of debt securities available for sale	5	8	9
Purchases of debt securities available for sale	(6)	(10)	(6)
Net (purchases of) / proceeds from sales of assets	—	—	6
Proceeds from disposition of business, net of cash transferred	—	357	—
Other, net	—	—	2
<b>Net cash from investing activities</b>	<b>(19)</b>	<b>501</b>	<b>153</b>
<b>Financing activities:</b>			
Net change in short-term borrowings	—	(101)	—
Proceeds from long-term borrowings	500	500	999
Payments on long-term borrowings	(751)	—	—
Cash dividends on common stock	(577)	(452)	(346)
Cash dividends on preferred stock	(79)	(64)	(64)
Net proceeds from issuance of preferred stock	490	—	—
Repurchase of common stock	(1,101)	(2,122)	(1,275)
Other	(2)	(2)	(5)
<b>Net cash from financing activities</b>	<b>(1,520)</b>	<b>(2,241)</b>	<b>(691)</b>
Net change in cash and cash equivalents	72	170	650
Cash and cash equivalents at beginning of year	1,863	1,693	1,043
<b>Cash and cash equivalents at end of year</b>	<b>\$ 1,935</b>	<b>\$ 1,863</b>	<b>\$ 1,693</b>

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

Not Applicable.

**Item 9A. *Controls and Procedures***

Based on an evaluation, as of the end of the period covered by this Form 10-K, under the supervision and with the participation of Regions' management, including its Chief Executive Officer and Chief Financial Officer, the Chief Executive Officer and the Chief Financial Officer have concluded that Regions' disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) are effective. During the fourth fiscal quarter of the year ended December 31, 2019, there have been no changes in Regions' internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, Regions' control over financial reporting.

The Report of Management on Internal Control Over Financial Reporting and the attestation report of registered public accounting firm on registrant's internal control over financial reporting are included in Item 8. of this Annual Report on Form 10-K.

**Item 9B. *Other Information***

Not applicable.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Information about the Directors and Director nominees of Regions included in Regions’ Proxy Statement for the Annual Meeting of Shareholders to be held on April 22, 2020 (the “Proxy Statement”) under the captions “PROPOSAL 1—ELECTION OF DIRECTORS—Who are this year’s nominees?,” “—What criteria were considered by the NCG Committee in selecting the nominees?,” and “—What skills and characteristics are currently represented on the Board?” and the information incorporated by reference pursuant to Item 13. below are incorporated herein by reference. Information regarding Regions’ executive officers is included below.

Information regarding Regions’ Audit Committee included in the Proxy Statement under the caption “CORPORATE GOVERNANCE—Audit Committee” is incorporated herein by reference.

Information regarding Regions’ Code of Ethics for Senior Financial Officers included in the Proxy Statement under the caption “CORPORATE GOVERNANCE—Codes of Ethics” is incorporated herein by reference.

Information included in the Proxy Statement under the caption “CORPORATE GOVERNANCE—Family Relationships” is incorporated herein by reference.

Executive officers of the registrant as of December 31, 2019, are as follows:

<b>Executive Officer</b>	<b>Age</b>	<b>Position and Offices Held with Registrant and Subsidiaries</b>	<b>Executive Officer Since</b>
John M. Turner, Jr.	58	President and Chief Executive Officer of registrant and Regions Bank. Previously served as Senior Executive Vice President; Head of Corporate Banking Group and as South Region President of Regions Bank. Prior to joining Regions, served as President of Whitney National Bank and Whitney Holding Corporation.	2011
David J. Turner, Jr.	56	Senior Executive Vice President and Chief Financial Officer of registrant and Regions Bank.	2010
John B. Owen	58	Senior Executive Vice President and Chief Operating Officer of registrant and Regions Bank. Previously Head of Regional Banking Group; Head of the Business Groups.	2009
Fournier J. “Boots” Gale, III	75	Senior Executive Vice President, General Counsel and Corporate Secretary of registrant and Regions Bank. Previously a founding partner of Maynard Cooper & Gale, P.C. in Birmingham, Alabama.	2011
C. Matthew Lusco	62	Senior Executive Vice President and Chief Risk Officer of registrant and Regions Bank. Previously managing partner of KPMG LLP’s offices in Birmingham, Alabama and Memphis, Tennessee.	2011
Kate R. Danella	40	Executive Vice President and Head of Strategic Planning & Consumer Bank Products and Origination Partnerships of registrant and Regions Bank. Previously served as Head of Strategic Planning and Corporate Development of registrant and Regions Bank. Previously served as Head of Private Wealth Management and as Wealth Strategy and Effectiveness Executive of Regions Bank. Prior to joining Regions, served as Vice President of Capital Group Companies.	2018
C. Keith Herron†	55	Senior Executive Vice President and Head of Corporate Responsibility and Community Engagement of registrant and Regions Bank. Director of Regions Foundation. Previously served as Regional President, South Region of Regions Bank and as Head of Strategic Planning and Execution of registrant and Regions Bank.	2010

David R. Keenan	52	Senior Executive Vice President and Chief Human Resources Officer of registrant and Regions Bank.	2010
Scott M. Peters	58	Senior Executive Vice President and Head of Consumer Banking Group of registrant and Regions Bank. Director of Regions Investment Services, Inc. Previously Consumer Services Group Head.	2010
William D. Ritter	49	Senior Executive Vice President and Head of Wealth Management Group of registrant and Regions Bank. Director of Highland Associates, Inc.	2010
Ronald G. Smith	59	Senior Executive Vice President and Head of Corporate Banking Group of registrant and Regions Bank. Director of Regions Equipment Finance Corporation. Manager of RFC Financial Services Holding LLC. Previously Regional President, Mid-America Region of Regions Bank.	2010

† C. Keith Herron retired on January 15, 2020.

**Item 11. Executive Compensation**

All information presented under the captions “COMPENSATION DISCUSSION AND ANALYSIS,” “COMPENSATION OF EXECUTIVE OFFICERS,” “COMPENSATION AND HUMAN RESOURCES COMMITTEE REPORT,” “CORPORATE GOVERNANCE—Compensation Committee Interlocks and Insider Participation” and “—Relationship of Compensation Policies and Practices to Risk Management,” and “PROPOSAL 1—ELECTION OF DIRECTORS—How are Directors compensated?” of the Proxy Statement are incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

All information presented under the caption “OWNERSHIP OF REGIONS COMMON STOCK” of the Proxy Statement is incorporated herein by reference.

**Equity Compensation Plan Information**

The following table gives information about the common stock that may be issued upon the exercise of options, warrants and rights under all of Regions’ existing equity compensation plans as of December 31, 2019.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available Under Equity Compensation Plans (Excluding Securities in First Column)
Equity Compensation Plans Approved by Stockholders	967,769	\$ 6.80	39,018,893 (b)
Equity Compensation Plans Not Approved by Stockholders	—	\$ —	—
<b>Total</b>	<b>967,769</b>	<b>\$ 6.80</b>	<b>39,018,893</b>

(a) Does not include outstanding restricted stock units of 8,997,358.

(b) Consists of shares available for future issuance under the Regions Financial Corporation 2015 Long Term Incentive Plan. In 2015, all prior long-term incentive plans were closed to new grants.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

All information presented under the captions “CORPORATE GOVERNANCE—Transactions with Directors,” “—Other Business Relationships and Transactions,” “—Policies Governing Transactions with Related Persons” and “—Director Independence” of the Proxy Statement is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

All information presented under the caption “ PROPOSAL 2—RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM” of the Proxy Statement is incorporated herein by reference.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules

(a) 1. *Consolidated Financial Statements.* The following reports of independent registered public accounting firm and consolidated financial statements of Regions and its subsidiaries are included in Item 8. of this Form 10-K:

Reports of Independent Registered Public Accounting Firm;

Consolidated Balance Sheets—December 31, 2019 and 2018;

Consolidated Statements of Income—Years ended December 31, 2019, 2018 and 2017;

Consolidated Statements of Comprehensive Income—Years ended December 31, 2019, 2018 and 2017;

Consolidated Statements of Changes in Stockholders' Equity—Years ended December 31, 2019, 2018 and 2017; and

Consolidated Statements of Cash Flows—Years ended December 31, 2019, 2018 and 2017.

Notes to Consolidated Financial Statements

2. *Consolidated Financial Statement Schedules.* The following consolidated financial statement schedules are included in Item 8. of this Form 10-K:

None. The Schedules to consolidated financial statements are not required under the related instructions or are inapplicable.

(b) *Exhibits.* The exhibits indicated below are either included or incorporated by reference as indicated.

<b>SEC Assigned Exhibit Number</b>	<b>Description of Exhibits</b>
3.1	<a href="#">Amended and Restated Certificate of Incorporation incorporated by reference to Exhibit 3.1 to Form 10-Q Quarterly Report filed by registrant on August 6, 2012</a>
3.2	<a href="#">Certificate of Designations, incorporated by reference to Exhibit 3.3 to Form 8-A filed by registrant on November 1, 2012</a>
3.3	<a href="#">Certificate of Designations, incorporated by reference to Exhibit 3.3 to Form 8-A filed by registrant on April 28, 2014</a>
3.4	<a href="#">Certificate of Designations, incorporated by reference to Exhibit 3.4 to Form 8-A filed by registrant on April 29, 2019.</a>
3.5	<a href="#">Bylaws as amended and restated, incorporated by reference to Exhibit 3.2 to Form 8-K Current Report filed by registrant on July 24, 2019.</a>
4.1	Instruments defining the rights of security holders, including indentures. The registrant hereby agrees to furnish to the Commission upon request copies of instruments defining the rights of holders of long-term debt of the registrant and its consolidated subsidiaries; no issuance of debt exceeds 10 percent of the assets of the registrant and its subsidiaries on a consolidated basis.
4.2	<a href="#">Deposit Agreement, dated as of November 1, 2012, by and among Regions Financial Corporation, Computershare Trust Company, N.A., as depositary, Computershare Inc., and the holders from time to time of the depositary receipts described therein, incorporated by reference to Exhibit 4.1 to Form 8-A filed by registrant on November 1, 2012</a>
4.3	<a href="#">Form of depositary receipt representing the Depositary Shares incorporated by reference to Exhibit 4.2 to Form 8-A filed by registrant on November 1, 2012</a>
4.4	<a href="#">Form of Stock Certificate representing the Preferred Stock, incorporated by reference to Exhibit 4.3 to Form 8-A filed by registrant on November 1, 2012</a>





<b>SEC Assigned Exhibit Number</b>	<b>Description of Exhibits</b>
4.5	<a href="#">Deposit Agreement, dated as of April 29, 2014, by and among Regions Financial Corporation, Computershare Trust Company, N.A., as depositary, Computershare, Inc. and the holders from time to time of the depositary receipts described therein, incorporated by reference to Exhibit 4.1 to the Form 8-K filed by registrant on April 29, 2014</a>
4.6	<a href="#">Form of depositary receipt representing the Depositary Shares, incorporated by reference to Exhibit 4.2 to the Form 8-K filed by registrant on April 29, 2014</a>
4.7	<a href="#">Form of certificate representing the Series B Preferred Stock, incorporated by reference to Exhibit 4.3 to the Form 8-A filed by registrant on April 28, 2014</a>
4.8	<a href="#">Deposit Agreement, dated as of April 30, 2019, by and among Regions Financial Corporation, Computershare, Inc., and Computershare Trust Company, N.A., jointly as depositary, and the holders from time to time of the depositary receipts described therein, incorporated by reference to Exhibit 4.1 to the Form 8-A filed by registrant on April 29, 2019.</a>
4.9	<a href="#">Form of depositary receipt representing the Depositary Shares, incorporated by reference to Exhibit 4.1 to the Form 8-A filed by registrant on April 29, 2019.</a>
4.10	<a href="#">Description of Registered Securities.</a>
10.1*	<a href="#">Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Appendix B to Regions Financial Corporation's Proxy Statement dated March 10, 2015, for the Regions Annual Meeting of Stockholders held April 23, 2015.</a>
10.2*	<a href="#">Amendment Number One to the Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on May 5, 2017.</a>
10.3*	<a href="#">Form of Notice and Form of Director Restricted Stock Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on August 5, 2016.</a>
10.4*	<a href="#">2019 Form of Notice and Form of Director Restricted Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on August 7, 2019.</a>
10.5*	<a href="#">2017 Form of Notice and Form of Restricted Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on August 4, 2017.</a>
10.6*	<a href="#">2018 Form of Notice and Form of Restricted Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on August 8, 2018.</a>
10.7*	<a href="#">2019 Form of Notice and Form of Restricted Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.2 to Form 10-Q Quarterly Report filed by registrant on August 7, 2019.</a>
10.8*	<a href="#">2017 Form of Notice and Form of Performance Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.4 to Form 10-Q Quarterly Report filed by</a>



<b>SEC Assigned Exhibit Number</b>	<b>Description of Exhibits</b>
10.9*	<a href="#">2018 Form of Notice and Form of Performance Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.2 to Form 10-Q Quarterly Report filed by registrant on August 8, 2018.</a>
10.10*	<a href="#">2019 Form of Notice and Form of Performance Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on August 7, 2019.</a>
10.11*	<a href="#">2017 Form of Notice and Form of Performance Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.5 to Form 10-Q Quarterly Report filed by registrant on August 4, 2017.</a>
10.12*	<a href="#">2018 Form of Notice and Form of Performance Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on August 8, 2018.</a>
10.13*	<a href="#">2019 Form of Notice and Form of Performance Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on August 7, 2019.</a>
10.14*	<a href="#">Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Appendix B to Regions Financial Corporation's Proxy Statement dated April 1, 2010, for the Regions Annual Meeting of Stockholders held May 13, 2010.</a>
10.15*	<a href="#">Amendment, effective August 31, 2010, to Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on November 3, 2010.</a>
10.16*	<a href="#">Form of stock option grant agreement under Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.5 to Form 10-K Annual Report filed by registrant on February 24, 2011.</a>
10.17*	<a href="#">Regions Financial Corporation Directors' Deferred Restricted Stock Unit Plan, incorporated by reference to Exhibit 10.26 to Form 10-K Annual Report filed by registrant on February 22, 2019.</a>
10.18*	<a href="#">Regions Financial Corporation Directors' Deferred Stock Investment Plan, incorporated by reference to Exhibit 10.27 to Form 10-K Annual Report filed by registrant on February 25, 2009.</a>
10.19*	<a href="#">Regions Financial Corporation Deferred Compensation Plan for Former Directors of AmSouth Bancorporation (formerly named Deferred Compensation Plan for Directors of AmSouth Bancorporation), incorporated by reference to Exhibit 10.30 to Form 10-K Annual Report filed by registrant on February 25, 2009.</a>
10.20*	<a href="#">AmSouth Bancorporation Deferred Compensation Plan, incorporated by reference to Exhibit 10.13 to Form 10-K Annual Report filed by AmSouth Bancorporation on March 15, 2005.</a>
10.21*	<a href="#">Amendment Number 1 to AmSouth Bancorporation Deferred Compensation Plan effective November 4, 2006, incorporated by reference to Exhibit 10.59 to Form 10-K Annual Report filed by registrant on March 1, 2007.</a>
10.22*	<a href="#">Amendment Number 2 to AmSouth Bancorporation Deferred Compensation Plan, incorporated by reference to Exhibit 10.36 to Form 10-K Annual Report filed by registrant on February 25, 2009.</a>

<b>SEC Assigned Exhibit Number</b>	<b>Description of Exhibits</b>
10.23*	<a href="#">Amendment Number Three to the AmSouth Bancorporation Deferred Compensation Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on November 5, 2014.</a>
10.24*	<a href="#">Form of Change-in-Control Agreement with executive officer John M. Turner, Jr., incorporated by reference to Exhibit 99.3 to Form 8-K Current Report filed by registrant on June 19, 2018.</a>
10.25*	<a href="#">Form of Change-in-Control Agreement with executive officer John B. Owen, incorporated by reference to Exhibit 10.3 of Form 8-K Current Report filed by registrant on October 3, 2007.</a>
10.26*	<a href="#">Form of Change-in-Control Agreement with executive officer Fournier J. Gale, III, incorporated by reference to Exhibit 10.10 of Form 10-Q Quarterly Report filed by registrant on August 4, 2011.</a>
10.27*	<a href="#">Form of Change-in-Control Agreement with executive officer Kate R. Danella, incorporated by reference to Exhibit 10.37 to Form 10-K Annual Report filed by registrant on February 22, 2019.</a>
10.28*	<a href="#">Form of Change-in-Control Agreement with executive officer C. Matthew Lusco, incorporated by reference to Exhibit 10.11 of Form 10-Q Quarterly Report filed by registrant on August 4, 2011.</a>
10.29*	<a href="#">Form of Change-in-Control Agreement with executive officers C. Keith Herron, David R. Keenan, Scott M. Peters, Ronald G. Smith and David J. Turner, Jr., incorporated by reference to Exhibit 10.48 to Form 10-K Annual Report filed by registrant on February 24, 2011.</a>
10.30*	<a href="#">Form of Change-in-Control Agreement with executive officer William D. Ritter, incorporated by reference to Exhibit 10.49 to Form 10-K Annual Report filed by registrant on February 24, 2011.</a>
10.31*	<a href="#">Form of Amendment to Change-in-Control Agreement with executive officers David J. Turner, Jr., John B. Owen, C. Keith Herron, David R. Keenan, Scott M. Peters, Ronald G. Smith, and William D. Ritter, incorporated by reference to Exhibit 10.52 to Form 10-K Annual Report filed by registrant on February 21, 2013.</a>
10.32*	<a href="#">Regions Financial Corporation Executive Severance Plan (Amended and Restated Effective January 1, 2020), which replaces in its entirety the document incorporated by reference to Exhibit 10.1 to Form 8-K Current Report filed by registrant on October 18, 2019.</a>
10.33*	<a href="#">Regions Financial Corporation Supplemental 401(k) Plan (Restated as of January 1, 2014), incorporated by reference to Exhibit 10.48 to Form 10-K Annual Report filed by registrant on February 21, 2014.</a>
10.34*	<a href="#">Amendment Number One to the Regions Financial Corporation Supplemental 401(k) Plan Restated as of January 1, 2014, incorporated by reference to Exhibit 10.38 to Form 10-K Annual Report filed by registrant on February 17, 2015.</a>
10.35*	<a href="#">Amendment Number Two to the Regions Financial Corporation Supplemental 401(k) Plan Restated as of January 1, 2014, incorporated by reference to Exhibit 10.2 to Form 10-Q filed by registrant on August 4, 2017.</a>

<b>SEC Assigned Exhibit Number</b>	<b>Description of Exhibits</b>
10.36*	<a href="#">Amendment Number Three to the Regions Financial Corporation Supplemental 401(k) Plan Restated as of January 1, 2014, incorporated by reference to Exhibit 10.5 to Form 10-Q filed by registrant on August 8, 2018.</a>
10.37*	<a href="#">Amendment Number Four to the Regions Financial Corporation Supplemental 401(k) Plan Restated as of January 1, 2014, incorporated by reference to Exhibit 10.46 to Form 10-K Annual Report filed by registrant on February 22, 2019.</a>
10.38*	<a href="#">Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan (Restated as of January 1, 2014) incorporated by reference to Exhibit 10.49 to Form 10-K Annual Report filed by registrant on February 21, 2014.</a>
10.39*	<a href="#">Amendment Number One to the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan (Restated as of January 1, 2014), effective January 1, 2016, incorporated by reference to Exhibit 10.45 to Form 10-K Annual Report filed by registrant on February 16, 2016.</a>
10.40*	<a href="#">Amendment Number Two to the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan (Restated as of January 1, 2014), incorporated by reference to Exhibit 10.46 to Form 10-K Annual Report filed by registrant on February 24, 2017.</a>
10.41*	<a href="#">Amendment Number Three to the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan Restated as of January 1, 2014, incorporated by reference to Exhibit 10.1 to Form 10-Q filed by registrant on August 4, 2017.</a>
10.42*	<a href="#">Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan Amended and Restated as of January 1, 2020.</a>
10.43*	<a href="#">Form of Indemnification Agreement for Directors of AmSouth Bancorporation, incorporated by reference to Exhibit 10.2 to Form 8-K Current Report filed by AmSouth Bancorporation on April 20, 2006.</a>
10.44*	<a href="#">Form of Aircraft Time Sharing Agreement, incorporated by reference to Exhibit 99.2 to Form 8-K Current Report filed by registrant on June 19, 2018.</a>
10.45*	<a href="#">Regions Financial Corporation Use of Corporate Aircraft Policy, amended and restated June 2018, incorporated by reference to Exhibit 10.7 to Form 10-Q filed by registrant on August 8, 2018.</a>
10.46*	<a href="#">Regions Financial Corporation Use of Corporate Aircraft Policy, amended and restated December 2019.</a>
10.47*	<a href="#">Regions Financial Corporation Amended and Restated Management Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 8-K Current report filed by registrant on May 25, 2012.</a>
10.48*	<a href="#">Amendment Number One to the Regions Financial Corporation Amended and Restated Management Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on November 5, 2014.</a>
21	<a href="#">List of subsidiaries of registrant.</a>
23	<a href="#">Consent of independent registered public accounting firm.</a>



<b>SEC Assigned Exhibit Number</b>	<b>Description of Exhibits</b>
24	<a href="#">Power of Attorney.</a>
31.1	<a href="#">Certifications of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32	<a href="#">Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101	The following materials from Regions' Form 10-K Report for the year ended December 31, 2019, formatted in Inline XBRL: (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Income; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Changes in Stockholders' Equity; (v) the Consolidated Statements of Cash Flows; and (vi) the Notes to the Consolidated Financial Statements.
104	The cover page of Regions' Form 10-K Report for the year ended December 31, 2019, formatted in Inline XBRL (included within the Exhibit 101 attachments).

\* Compensatory plan or agreement.

Copies of exhibits not included herein may be obtained free of charge, electronically through Regions' website at [www.regions.com](http://www.regions.com) or through the SEC's website at [www.sec.gov](http://www.sec.gov) or upon request to:

Investor Relations  
Regions Financial Corporation  
1900 Fifth Avenue North  
Birmingham, Alabama 35203  
(205) 264-7040

**Item 16. Form 10-K Summary**

Not applicable.





**Signature**

**Title**

**Date**

/s/ JOHN M. TURNER, JR.

John M. Turner, Jr.

President and Chief Executive Officer, and Director  
(principal executive officer)

February 21, 2020

/s/ DAVID J. TURNER, JR.

David J. Turner, Jr.

Senior Executive Vice President and Chief Financial  
Officer (principal financial officer)

February 21, 2020

/s/ HARDIE B. KIMBROUGH, JR.

Hardie B. Kimbrough, Jr.

Executive Vice President and Controller (principal  
accounting officer)

February 21, 2020

\*

Carolyn H. Byrd

Director

February 21, 2020

\*

Don DeFosset

Director

February 21, 2020

\*

Samuel A. Di Piazza, Jr.

Director

February 21, 2020

\*

Eric C. Fast

Director

February 21, 2020

\*

Zhanna Golodryga

Director

February 21, 2020

\*

John D. Johns

Director

February 21, 2020

\*

Ruth Ann Marshall

Director

February 21, 2020

\*

Charles D. McCrary

Director

February 21, 2020

\*

James T. Prokopanko

Director

February 21, 2020

\*

Lee J. Styslinger III

Director

February 21, 2020

\*

José S. Suquet

Director

February 21, 2020

\*

Director

February 21, 2020

Timothy Vines

\* Fournier J. Gale, III, by signing his name hereto, does sign this document on behalf of each of the persons indicated above pursuant to powers of attorney executed by such persons and filed with the Securities and Exchange Commission.

By:           /s/ Fournier J. Gale, III            
          **Fournier J. Gale, III**  
          **Attorney in Fact**

**DESCRIPTION OF REGISTERED SECURITIES**

As of December 31, 2019, Regions Financial Corporation (the “Company”) has four classes of securities registered under Section 12 of the Securities Exchange Act of 1934 (the “Exchange Act”): (i) our common stock; (ii) depository shares, each representing a 1/40th interest in a share of 6.375% non-cumulative perpetual preferred stock, Series A (“Series A Preferred Stock”); (iii) depository shares, each representing a 1/40th interest in a share of 6.375% fixed-to-floating rate non-cumulative perpetual preferred stock, Series B (“Series B Preferred Stock”); and (iv) depository shares, each representing a 1/40th interest in a share of 5.700% fixed-to-floating rate non-cumulative perpetual preferred stock, Series C (“Series C Preferred Stock”).

**DESCRIPTION OF COMMON STOCK**

The following description of the Company’s common stock and the relevant provisions of the Company’s amended and restated certificate of incorporation and amended and restated bylaws are summaries and are qualified in their entirety by reference to the Company’s amended and restated certificate of incorporation and amended and restated bylaws.

**General**

Under our amended and restated certificate of incorporation, we are authorized to issue a total of 3,000,000,000 shares of common stock having a par value of \$0.01 per share. Our common stock is listed on the New York Stock Exchange. Holders of common stock do not have any conversion, redemption, preemptive or preferential rights.

**Dividends**

Holders of common stock are entitled to participate equally in dividends when our board of directors declares dividends on shares of common stock out of funds legally available for dividends. The rights of holders of common stock to receive dividends are subject to the preferences of holders of preferred stock.

**Voting Rights**

Subject to the rights, if any, of the holders of any series of preferred stock, holders of our common stock have exclusive voting rights and are entitled to one vote for each share of common stock on all matters voted upon by the stockholders, including election of directors. Holders of our common stock do not have the right to cumulate their voting power.

**Liquidation Rights**

In the event of our liquidation, dissolution or winding-up, holders of common stock have the right to a ratable portion of assets remaining after satisfaction in full of the prior rights of our creditors, all liabilities, and the total liquidation preferences of any outstanding shares of preferred stock.

## DESCRIPTION OF PREFERRED STOCK AND DEPOSITORY SHARES

The following description of the Company's preferred stock, depository shares and the relevant provisions of the Company's amended and restated certificate of incorporation and amended and restated bylaws are summaries and are qualified in their entirety by reference to (i) the Company's amended and restated certificate of incorporation, (ii) the amended and restated bylaws and (iii) the relevant deposit agreement.

### General

Under our amended and restated certificate of incorporation, we are authorized to issue a total of 10,000,000 shares of preferred stock having a par value of \$1.00 per share. Holders of our preferred stock and depository shares do not have any conversion, redemption or preemptive rights.

From time to time, we issue depository shares each representing a fractional interest in a share of preferred stock. Subject to the terms of the relevant deposit agreement, each holder of a depository share is entitled to all the rights and preferences of the underlying preferred stock in proportion to the applicable fraction of a share of preferred stock represented by the depository share (the "Applicable Fraction"). These rights include dividend, voting, redemption, conversion and liquidation rights. Our outstanding depository shares are listed on the New York Stock Exchange.

### Dividends

Holders of preferred stock are entitled to participate in dividends (subject to the applicable dividend terms for such class of preferred stock) when our board of directors declares dividends on shares of preferred stock out of funds legally available for dividends. Each dividend payable on a depository share will be in an amount equal to the Applicable Fraction of the dividend declared and payable on the related share of the preferred stock.

### Company Redemption

The Company may redeem shares of its Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, in whole or in part, from time to time, on any dividend payment date on or after the following dates, at the following liquidation amounts, plus (except as otherwise provided) the per share amount of any declared and unpaid dividends on the preferred stock prior to the date fixed for redemption:

- Series A Preferred Stock: December 15, 2017, \$1,000 per share;
- Series B Preferred Stock: September 15, 2024, \$1,000 per share; and
- Series C Preferred Stock: May 15, 2029, \$1,000 per share.

The Company may also redeem shares of its Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock following a regulatory capital treatment event (as defined in the relevant certificate of designations), in whole but not in part, within the following times and at the following liquidation amounts, plus (except as otherwise provided) the per share amount of any declared and unpaid dividends on the preferred stock prior to the redemption date:

- Series A Preferred Stock: At any time within 90 days following a regulatory capital treatment event, \$1,000 per share;
- Series B Preferred Stock: At any time following a regulatory capital treatment event, \$1,000 per share; and
- Series C Preferred Stock: At any time following a regulatory capital treatment event, \$1,000 per share.

If the Company redeems preferred stock represented by depository shares, the depository shares will be redeemed at a price per depository share equal to the Applicable Fraction of the redemption price described above.

### Voting

Except as provided below, the holders of preferred stock will have no voting power, and no right to vote on any matter at any time, either as a separate series or class or together with any other series or class of shares of our capital stock, and will not be entitled to participate in meetings of holders of our common stock or to call a meeting of the holders of any one or more classes or series of our capital stock for any purpose. If holders of preferred stock are entitled to vote on a particular matter, holders of depository shares will be entitled to the Applicable Fraction of a vote per depository share they hold representing those shares of preferred stock.

**Right to Elect Two Directors upon Nonpayment.** If and when dividends on any class of preferred stock have not been declared and paid in full for at least six quarterly dividend periods, the authorized number of directors then constituting our board of directors will automatically be increased by two additional members. Holders of the preferred stock (together with the holders of all other affected classes of preferred stock with equivalent voting rights to elect directors), voting as a single class, will be entitled to elect the two additional members of the board of directors.

**Other Matters.** The affirmative vote or consent of the holders of at least two-thirds of all of the then-outstanding shares of each class of preferred stock entitled to vote, voting separately as a single class, is required to:

- authorize or increase the authorized amount of, or issue shares of, any class or series of our capital stock ranking senior to the class of preferred stock with respect to payment of dividends or as to distributions upon our liquidation, dissolution or winding-up, or issue any obligation or security convertible into or evidencing the right to purchase any such class or series of our capital stock;
- amend the provisions of our Amended and Restated Certificate of Incorporation, including the Certificate of Designations creating the class of preferred stock, so as to adversely affect the special powers, preferences, privileges or rights of the class of preferred stock, taken as a whole; or
- consummate a binding share-exchange or reclassification involving the class of preferred stock, or a merger or consolidation of us with or into another entity unless the shares of the class of preferred stock (i) remain outstanding or (ii) are converted into or exchanged for preference securities of the surviving entity or any entity controlling such surviving entity and such new preference securities have terms that are not materially less favorable than the class of preferred stock.

### Liquidation Rights

In the event of our liquidation, dissolution or winding-up, holders of preferred stock have the right to a ratable portion of assets remaining after satisfaction in full of the prior rights of our creditors, all liabilities, and prior rights of holders of any securities ranking senior to our preferred stock. Holders of depositary shares will generally receive distributions in proportion to the number of depositary shares they hold.

### CERTAIN PROVISIONS THAT MAY HAVE AN ANTI-TAKEOVER EFFECT

The following descriptions of certain provisions that may have an anti-takeover effect are summaries and are qualified in their entirety by reference to (i) the Company's amended and restated certificate of incorporation, (ii) the amended and restated bylaws and (iii) the Delaware General Corporation Law.

**Business Combinations.** The affirmative vote of the holders of at least 75% of the outstanding shares of our common stock entitled to vote in an election of the directors is required for any merger or consolidation with or into any other corporation, or any sale or lease of all or a substantial part of our assets to any other corporation, person or other entity, in each case if, on the record date for the vote thereon, such other corporation, person or entity is the beneficial owner of 5% or more of the outstanding shares of the corporation entitled to vote in an election of directors. This supermajority provision does not apply where:

- (1) the Company's board of directors has approved a memorandum of understanding or other written agreement providing for the transaction with such corporation, entity or person prior to the time that such corporation, entity or person became a beneficial owner of more than 5% of our outstanding shares entitled to vote in an election of directors, or after such acquisition of 5% of our outstanding shares, if at least 75% of the entire board of directors approve the transaction prior to its consummation; or
- (2) the transactions are between (a) the Company or any of its subsidiaries and (b) their majority-owned subsidiaries.

**Delaware Anti-Takeover Laws.** We are subject to Section 203 of the Delaware General Corporate Law, which prohibits us from engaging in any "business combination" with an "interested stockholder" for a period of three years subsequent to the date on which the stockholder became an interested stockholder unless:

- prior to such date, our board of directors approved either the business combination or the transaction in which the stockholder became an interested stockholder;
- upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owns at least 85% of our outstanding voting stock (with certain exclusions); or
- the business combination is approved by our board of directors and authorized by a vote (and not by written consent) of at least 66 2/3% of our outstanding voting stock not owned by the interested stockholder.

For purposes of Section 203, an "interested stockholder" is defined as an entity or person beneficially owning 15% or more of our outstanding voting stock, based on voting power, and any entity or person affiliated with or controlling or controlled by such an entity or person. A "business combination" includes mergers, asset sales and other transactions resulting in financial benefit to a stockholder. Section 203 could prohibit or delay mergers or other takeover or change of control attempts with respect to us and, accordingly, may discourage attempts that might result in a premium over the market price for the shares held by stockholders. Such provisions may also have the effect of deterring hostile takeovers or delaying changes in control of management or us.

**Blank Check Preferred Stock.** Our authorized capital stock includes 10,000,000 authorized shares of preferred stock. The existence of authorized but unissued preferred stock may enable our board of directors to delay, defer or prevent a change in control of us by means of a merger, tender offer, proxy contest or otherwise. In this regard, our Amended and Restated Certificate of Incorporation

grants our board of directors broad power to establish the rights and preferences of authorized and unissued preferred stock. The issuance of preferred stock with a liquidation preference could decrease the amount of earnings and assets available for distribution to holders of our common stock. The issuance may also adversely affect the rights and powers, including voting rights, of such holders and may have the effect of delaying, deterring or preventing a change in control. Our board of directors currently does not intend to seek stockholder approval prior to any issuance of preferred stock, unless otherwise required by law or any listing requirement adopted by a securities exchange on which our common stock is listed.

**Special Meeting of Stockholders.** Only the Chairman of the board of directors, Chief Executive Officer, President, Secretary, or board of directors by resolution, may call a special meeting of our stockholders.

**Action of Stockholders Without a Meeting.** Any action of our stockholders may be taken at a meeting only and may not be taken by written consent.

**Amendment of Certificate of Incorporation.** For us to amend our amended and restated certificate of incorporation, Delaware law requires that our board of directors adopt a resolution setting forth any amendment, declare the advisability of the amendment and call a stockholders' meeting to adopt the amendment. Generally, amendments to our amended and restated certificate of incorporation require the affirmative vote of a majority of our outstanding stock. As described below, however, certain amendments to our amended and restated certificate of incorporation may require a supermajority vote.

The vote of the holders of not less than 75% of outstanding shares of our capital stock entitled to vote in an election of directors, considered as a single class, is required to adopt any amendment to our amended and restated certificate of incorporation that relates to the provisions of our amended and restated certificate of incorporation that govern the following matters:

- the size of our board of directors and their terms of service;
- the provisions regarding “business combinations”;
- the ability of our stockholders to act by written consent;
- the provisions indemnifying our officers, directors, employees and agents; and
- the provisions setting forth the supermajority vote requirements for amending our amended and restated certificate of incorporation.

The provisions described above may discourage attempts by others to acquire control of us without negotiation with our board of directors. This enhances our board of directors' ability to attempt to promote the interests of all of our stockholders. However, to the extent that these provisions make us a less attractive takeover candidate, they may not always be in our best interests or in the best interests of our stockholders. None of these provisions is the result of any specific effort by a third party to accumulate our securities or to obtain control of us by means of merger, tender offer, solicitation in opposition to management or otherwise.

**Banking Law.** The ability of a third party to acquire us is also limited under applicable U.S. banking laws and regulations. The Bank Holding Company Act of 1956, as amended (the “BHC Act”), requires any bank holding company (as defined therein) to obtain the approval of the Federal Reserve prior to acquiring, directly or indirectly, more than 5% of our outstanding common stock or any other class of our voting securities. Any “company” (as defined in the BHC Act) other than a bank holding company would be required to obtain Federal Reserve approval before acquiring “control” of us. “Control” generally means (i) the ownership or control of 25% or more of a class of voting securities, (ii) the ability to elect a majority of the directors or (iii) the ability otherwise to exercise a controlling influence over management and policies. A holder of 25% or more of our outstanding common stock (or any other class of our voting securities), other than an individual, is subject to regulation and supervision as a bank holding company under the BHC Act. In addition, under the Change in Bank Control Act of 1978, as amended, and the Federal Reserve's regulations thereunder, any person, either individually or acting through or in concert with one or more persons, is required to provide notice to the Federal Reserve prior to acquiring, directly or indirectly, 10% or more of our outstanding common stock (or any other class of our voting securities). In addition, Alabama law requires the Superintendent of the Alabama State Banking Department to approve of any merger, consolidation, transfer of assets and liabilities, or change of direct or indirect control of a bank chartered by the state of Alabama.



**REGIONS FINANCIAL CORPORATION  
EXECUTIVE SEVERANCE PLAN  
(Amended and Restated Effective January 1, 2020)**

**ARTICLE I  
Purpose**

- 1.1 The purpose of this amended and restated Regions Financial Corporation Executive Severance Plan (the “Plan”) is to provide severance benefits to certain executives of the Corporation or its Affiliates in the event their employment is terminated in the certain circumstances defined herein, including certain terminations related to a Change in Control.

**ARTICLE II  
Definitions**

- 2.1 “Administrator” shall mean the Compensation and Human Resources Committee of the Board.
- 2.2 “Affiliate” shall mean each entity which, along with the Corporation, is a member of a controlled group of employers under Code Section 414(b), (c), (m), or (o), other than the affiliate(s) set forth on Exhibit A.
- 2.3 “Annual Bonus” shall mean the value of the annual cash bonus (including any mandatory deferral of a portion of the annual cash bonus), if any, awarded to the Participant under the Corporation’s annual incentive plan or program, as in effect from time to time. The Annual Bonus does not include any incentive paid other than annually on a calendar year basis or any incentive designated by the Corporation as long-term, special, retention, equity, or otherwise as not part of an annual cash bonus. For the avoidance of doubt, the Annual Bonus does not include any incentive paid pursuant to a plan or program that separately measures quarterly, semi-annual, and annual components and/or metrics despite that one of the measurement periods is annual. Whether an amount constitutes an Annual Bonus for purposes of the Plan shall be determined in the sole discretion of the Administrator.
- 2.4 “Base Salary” shall mean the Participant’s annual rate of base salary as in effect as of immediately prior to the date on which the Participant is notified of his or her termination (or, if greater, as in effect immediately prior to a Change in Control).
- 2.5 “Board” shall mean the Board of Directors of the Corporation.
- 2.6 “Cause” shall mean:
- (a) at any time other than during a CIC Termination Period, the occurrence of one or more of the following, as determined in the sole discretion of the Corporation:
    - (i) the Participant’s continued failure to substantially perform his or her reasonably assigned duties with the Corporation or any of its Affiliates (other than any such failure resulting from incapacity due to physical or mental illness), which failure is not cured within 15 calendar days after a written demand for substantial performance has been delivered to the Participant specifying the manner in which the Participant has failed substantially to perform;
    - (ii) the Participant’s breach of his or her fiduciary duty, the Participant’s commission of a felony or of a lesser crime involving fraud or moral turpitude, or the Participant’s material breach of any agreement with the Corporation or any of its Affiliates;
-

- (iii) the Participant's engaging in illegal conduct or misconduct;
  - (iv) the Participant's impeding, endeavoring to influence, obstruct or impede, or failing to cooperate with an investigation authorized by the Board, a self-regulatory organization empowered with self-regulatory responsibilities under federal securities or state laws or any substantially equivalent foreign statute or regulation or a governmental department or agency;
  - (v) the Participant's disqualification or bar by any governmental or self-regulatory authority from carrying out the duties and responsibilities of the Participant's position with the Corporation or any of its Affiliates or the Participant's loss of any governmental or self-regulatory license that is reasonably necessary for the Participant to perform his or her responsibilities to the Corporation or any of its Affiliates; or
  - (vi) the Participant's engaging in any act or omission (including, without limitation, an act of sexual misconduct or harassment as determined by the Corporation) which is a violation of any Corporation or Affiliate policy in effect from time to time, including, but not limited to, the Corporation's Code of Business Conduct and Ethics and the Code of Ethics for Senior Financial Officers, as such codes of conduct may be in effect from time to time, or other policies regarding behavior of Employees;
- (b) during a CIC Termination Period, the occurrence of one or more of the following:
- (i) the Participant's willful and continued failure to substantially perform his or her reasonably assigned duties with the Corporation or any of its Affiliates (other than any such failure resulting from incapacity due to physical or mental illness);
  - (ii) the Participant's breach of his or her fiduciary duty involving personal profit, the Participant's commission of a felony or of a lesser crime involving fraud or moral turpitude, or the Participant's material breach of any agreement with the Corporation or any of its Affiliates, which breach is materially injurious to the Corporation;
  - (iii) the Participant's willfully engaging in illegal conduct or gross misconduct that is materially injurious to the Corporation or an Affiliate;
  - (iv) the Participant's willfully impeding, endeavoring to influence, obstruct or impede, or failing to materially cooperate with an investigation authorized by the Board, a self-regulatory organization empowered with self-regulatory responsibilities under federal securities or state laws or any substantially equivalent foreign statute or regulation or a governmental department or agency;
  - (v) the Participant's disqualification or bar by any governmental or self-regulatory authority from carrying out the duties and responsibilities of the Participant's position with the Corporation or any of its Affiliates or the Participant's loss of any governmental or self-regulatory license that is reasonably necessary for the Participant to perform his or her responsibilities to the Corporation or any of its Affiliates; or
  - (vi) the Participant's engaging in any willful act (including, without limitation, an act of sexual misconduct or harassment as determined by the Corporation) which is a material violation of any material written Corporation or Affiliate policy in effect from time to time, including, but not limited to, the Corporation's Code of Business Conduct and Ethics and the Code of Ethics for Senior Financial Officers, as such codes of conduct

may be in effect from time to time, or other written policies regarding behavior of Employees.

During a CIC Termination Period, (A) no termination of the Participant's employment shall be for Cause until (1) there shall have been delivered to the Participant a notice of termination and (2) Participant shall have 30 days following the receipt of notice from the Corporation to cure (to the extent curable) the neglect or conduct that is the basis of such claim, including the Participant having been provided an opportunity to be heard in person by the Board (or its successor), (B) any act or failure to act based upon the authority and directives given pursuant to a resolution duly adopted by the Board (or its successor) or upon the instructions of a senior officer or the Participant's supervisor of the Corporation or based upon the advice of counsel for the Corporation shall be conclusively presumed to be done, or omitted to be done, by the Participant in good faith and in the best interests of the Corporation, and (C) no failure to perform by the Participant after a notice of termination is given by the Participant to the Corporation shall constitute Cause for the purposes of this Plan.

2.7 "Change in Control" shall mean any of the following events:

- (a) the acquisition by any "Person" (as the term "person" is used for the purposes of Section 13(d) or 14(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") of direct or indirect beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of the combined voting power of the then-outstanding securities of the Corporation entitled to vote in the election of directors of the Corporation (the "Voting Securities"); or
- (b) individuals who, as of the date hereof, constitute the Board or other governing body or entity of the Corporation (the "Incumbent Directors") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election, was approved by a vote of at least a majority of the Incumbent Directors then on the Board (either by a specific vote or by approval of the proxy statement of the Corporation in which such person is named as a nominee for director, without written objection to such nomination), shall be an Incumbent Director, unless such individual is initially elected or nominated as a director of the Corporation as a result of an actual or threatened election contest with respect to the election or removal of directors ("Election Contest") or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board ("Proxy Contest"), including by reason of any agreement intended to avoid or settle any Election Contest or Proxy Contest; or
- (c) the consummation of a merger, consolidation, reorganization, statutory share exchange, or similar form of corporate transaction involving the Corporation or involving the issuance of shares by the Corporation, the sale or other disposition (including by way of a series of transactions or by way of merger, consolidation, stock sale, or similar transaction involving one or more subsidiaries) of all or substantially all of the Corporation's assets or deposits, or the acquisition of assets or stock of another entity by the Corporation (each a "Business Combination"), unless such Business Combination is a "Non-Control Transaction." A "Non-Control Transaction" is a Business Combination immediately following which the following conditions are met:
  - (i) the stockholders of the Corporation immediately before such Business Combination own, directly or indirectly, more than 55% of the combined voting power of the then-outstanding voting securities entitled to vote in the election of directors (or similar officials in the case of a non-corporation) of the entity resulting from such Business Combination (including, without limitation, an entity that as a result of such Business Combination owns the Corporation or substantially all of the Corporation's assets, stock,

or ownership units either directly or through one or more subsidiaries) (the “Surviving Corporation”) in substantially the same proportion as their ownership of the Voting Securities immediately before such Business Combination;

- (ii) at least a majority of the members of the board of directors of the Surviving Corporation were Incumbent Directors at the time of the Board’s approval of the execution of the initial Business Combination agreement; and
- (iii) no person other than (A) the Corporation or any of its subsidiaries, (B) the Surviving Corporation or its ultimate parent corporation, or (C) any employee benefit plan (or related trust) sponsored or maintained by the Corporation immediately prior to such Business Combination beneficially owns, directly or indirectly, 20% or more of the combined voting power of the Surviving Corporation’s then-outstanding voting securities entitled to vote in the election of directors; or

(d) approval by the stockholders of the Corporation of a complete liquidation or dissolution of the Corporation.

Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because any Person (the “Subject Person”) acquired Beneficial Ownership of more than the permitted amount of the outstanding Voting Securities as a result of the acquisition of Voting Securities by the Corporation which, by reducing the number of Voting Securities outstanding, increases the proportional number of shares Beneficially Owned by the Subject Person; provided that if a Change in Control would occur (but for the operation of this sentence) and after such acquisition of Voting Securities by the Corporation, the Subject Person becomes the Beneficial Owner of any additional Voting Securities, then a Change in Control shall occur.

Notwithstanding the foregoing provisions of this definition, with respect to any payment or benefit that provides for a deferral of compensation that is subject to Code Section 409A, to the extent necessary to prevent such compensation from being includible in gross income pursuant to subparagraph (a)(1)(A) of Code Section 409A (and only to that extent), a “Change in Control” shall be deemed to have occurred only if and when (i) any one or more of the conditions set forth in paragraph (i), (ii), (iii) or (iv) above of this definition shall have been satisfied, and (ii) as to the Participant to whom the payment or benefit was awarded, the event in question also constitutes a “change in the ownership or effective control of the corporation, or in the ownership of a substantial portion of the assets of the corporation” within the meaning of subparagraph (a)(2)(A) of Code Section 409A.

2.8 “CIC Severance Multiple” shall mean the multiple set forth in Annex B hereto.

2.9 “CIC Termination Period” shall mean:

- (a) the two-year period beginning on the date of a Change in Control and ending two years following such Change in Control; and
- (b) the six-month period prior to the date of a Change in Control, if during such six-month period:
  - (i) the Participant’s employment is terminated by the Corporation or any of its Affiliates other than for Cause, and the Participant reasonably demonstrates that such termination was at the request of a third party that entered into definitive documentation contemplating a transaction or transactions that, if consummated, would effect a Change in Control, or

- (ii) the Participant terminates employment with the Corporation or any of its Affiliates for Good Reason, and the Participant reasonably demonstrates that the occurrence giving rise to the Good Reason termination was made at the request of a third party that entered into definitive documentation contemplating a transaction or transactions that, if consummated, would effect a Change in Control.

2.10 “Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

2.11 “Corporation” shall mean Regions Financial Corporation.

2.12 “Date of Termination” shall mean the effective date of a Participant’s Qualifying Termination.

2.13 “Disability” shall mean long-term disability under the terms of the Corporation’s long-term disability plan, as then in effect.

2.14 “Employee” shall mean any individual employed (other than on a temporary or seasonal basis and excluding, for the avoidance of doubt, any independent contractor) by the Corporation or an Affiliate; provided, however, an individual who is not classified in the entity’s books and records as a common law employee but who is recharacterized by the Internal Revenue Service, the Department of Labor, other governmental entity, or any court of the United States (collectively, “governmental agency”) as a common law employee will be considered an Employee for purposes of this Plan, but only for periods of time on and after the date the governmental agency issues a notice or ruling of such recharacterization.

2.15 “ERISA” shall mean the Employee Retirement Income Security Act of 1974, as amended from time to time.

2.16 “Good Reason” shall mean, without the Participant’s express written consent, the occurrence of one or more of the following during a CIC Termination Period:

- (a) an adverse change in the Participant’s responsibilities as in effect immediately before the Change in Control other than any change that is immaterial (for the avoidance of doubt, a change in the Participant’s title, lines of reporting, or internal job classification will not in and of itself, constitute Good Reason);
- (b) a material diminution in the budget over which the Participant retains authority as compared with the budget over which the Participant had control immediately before the Change in Control;
- (c) any (1) reduction in the Participant’s rate of annual base salary, or (2) material reduction in the Participant’s overall aggregate annual target compensation opportunity (including base salary, and annual and long-term target incentive compensation opportunities); or
- (d) the Corporation or any of its Affiliates requiring the Participant to be based at any location that is more than 50 miles from the Participant’s regular place of employment immediately before the Change in Control.

Notwithstanding the foregoing, no termination of employment shall be for Good Reason unless the Participant gives the Corporation written notice within 90 days of the Participant obtaining knowledge of circumstances giving rise to Good Reason (describing in reasonable detail the circumstances and the Good Reason event that has occurred) and the Corporation does not remedy these circumstances within 30 days of receipt of such notice. In addition, an event will not give rise to Good Reason if it is made with the Participant’s express written consent.

- 2.17 “Historic Annual Bonus” shall mean the average of the Participant’s Annual Bonuses earned and paid for each of the past three full calendar years (i.e., January 1- December 31) prior to the date of notification of termination; or, if the Participant has not been employed for three full calendar years or has not earned and been paid Annual Bonuses for each of the past three full calendar years prior to the date of notification of termination, the greater of (a) the Participant’s Target Bonus or (b) the average of the Participant’s Annual Bonuses earned and paid for each full calendar year (i.e., one or two full calendar years as applicable) prior to the date of notification of termination. For the avoidance of doubt, if the Participant has been paid a portion of or a pro-rated bonus for a calendar year, such bonus shall not be included when calculating the Historic Annual Bonus. Whether an amount constitutes a Historic Annual Bonus for purposes of the Plan shall be determined in the sole discretion of the Administrator.
- 2.18 “Participant” shall mean each Employee who is in an eligible class as set forth on Annexes A and B, as may be amended from time to time; provided, however, that for purposes of Section 3.1, “Participant” shall not include any Employee who serves as the Chief Executive Officer of the Corporation. A Participant shall cease to be a Participant in the Plan when he or she ceases to be in an eligible class as set forth on Annexes A and B or ceases to be an Employee; provided, however, if a Participant in the Plan is in an eligible class as set forth on Annexes A and B during a CIC Termination Period, such Participant shall remain a Participant throughout the entirety of such CIC Termination Period regardless of any amendment to an eligible class set forth on Annexes A and B.
- 2.19 “Qualifying Termination” shall mean a termination of the Participant’s employment with the Corporation or an Affiliate (a) by the Corporation or such Affiliate other than for Cause or (b) during a CIC Termination Period, by the Participant for Good Reason. For the avoidance of doubt, termination of the Participant’s employment on account of death or Disability, or by the Corporation or an Affiliate for Cause, by the Participant for any reason or no reason other than during a CIC Termination Period or by the Participant for other than for Good Reason during a CIC Termination Period, shall not be treated as a Qualifying Termination. Further, if a Participant is retirement-eligible (at least 65 years old or at least 55 years old and has at least 10 years of service with the Corporation or an Affiliate) and the Participant’s position is not being eliminated, his or her termination of employment shall not be treated as a Qualifying Termination unless the termination of employment is at the express request of the Corporation. Notwithstanding the foregoing, the death of the Participant after notice of termination for Good Reason or without Cause has been validly provided shall be deemed to be a Qualifying Termination.
- 2.20 “Section 409A” shall mean Section 409A of the Code and the Treasury Regulations issued thereunder, as amended from time to time.
- 2.21 “Target Bonus” shall mean the Participant’s Base Salary multiplied by the Participant’s target bonus percentage, both in effect on the date the Participant is notified of his or her termination.
- 2.22 “Years of Service” shall mean the total number of consecutive twelve-month periods of service of a Participant based upon the anniversary of the later of his or her date of hire or adjusted date of hire, if applicable. An adjusted date of hire shall be the Participant’s most recent date of hire with the Corporation or any of its Affiliates. A partial year shall not be counted as a Year of Service.

**ARTICLE III**  
**Payments Upon Termination of Employment**

- 3.1 Non-Change in Control Qualifying Termination. If during a period of time which is not a CIC Termination Period under the Plan, the employment of the Participant is terminated due to a Qualifying Termination, then, subject to the Participant’s execution and non-revocation of a Severance and Release Agreement containing a release of claims against the Corporation and its Affiliates in a form customarily used by

the Corporation from time to time (the “Release”), within the time periods set forth in the Release, the Corporation shall provide to the Participant:

- (a) a cash payment based on Base Salary determined as set forth in Annex A hereto; and
- (b) (1) a cash payment equal to the Participant’s Historic Annual Bonus, multiplied by a fraction, the numerator of which is the number of days the Participant was employed by the Corporation or an Affiliate during the year in which the Participant’s Date of Termination occurs, and the denominator of which is 365, and (2) if the Participant’s Date of Termination is *before* the payment date of the prior year’s Annual Bonus, a cash payment equal to the Participant’s Historic Annual Bonus in lieu of the prior year’s Annual Bonus.

During a period of time which is not a CIC Termination Period under the Plan, the Participant will not be entitled to the cash payments and benefits described in this Section 3.1 if (i) the Participant was offered a comparable position by the Corporation or an Affiliate and (ii) the Participant refused the offer. The determination of whether a position offered is comparable is made in the sole discretion of the Administrator or its delegate.

3.2 Post-Change in Control Qualifying Termination. If during a CIC Termination Period, the employment of the Participant is terminated due to a Qualifying Termination, then, subject to the Participant’s execution and non-revocation of a Release (which, for the avoidance of doubt, shall not contain any restrictive covenants), within the time periods set forth in the Release, the Corporation shall provide to the Participant:

- (a) a cash payment equal to the result of multiplying (1) the sum of (A) the Participant’s Base Salary, plus (B) the greater of the Participant’s Historic Annual Bonus or the Participant’s Target Bonus, by (2) the Participant’s CIC Severance Multiple set forth in Annex B hereto;
- (b) (1) a cash payment equal to the result of multiplying (A) the greater of the Participant’s Historic Annual Bonus or the Participant’s Target Bonus by (B) a fraction, the numerator of which is the number of days the Participant was employed by the Corporation or an Affiliate during the year in which the Participant’s Date of Termination occurs, and the denominator of which is 365, and (2) if the Participant’s Date of Termination is *before* the payment date of the prior year’s Annual Bonus, a cash payment equal to the greater of the Participant’s Historic Annual Bonus or the Participant’s Target Bonus in lieu of the prior year’s Annual Bonus; and
- (c) a cash payment equal to the result of multiplying (1) the difference between the Participant’s monthly medical insurance cost immediately prior to the Qualifying Termination and the monthly cost for medical continuation coverage under COBRA (as in effect as of the Date of Termination) by (2) the number of months represented by the Participant’s CIC Severance Multiple set forth in Annex B hereto.

3.3 The cash payments specified in Section 3.1 and Section 3.2 shall be paid in a single lump-sum payment as soon as administratively practicable following the execution and non-revocation of the Release, within the time periods set forth in the Release, but in no event later than 70 days after the Participant’s Date of Termination (provided, however, if the 70-day period spans two calendar years, the payment otherwise payable to the Participant during such period shall be made in the later calendar year).

3.4 In the event the Release is not signed, or is revoked, within the time periods set forth in the Release, the Participant will forfeit all rights to the cash payments and benefits described in Sections 3.1 and 3.2.

- 3.5 Following the Participant's termination of employment with the Corporation or any of its Affiliates for any reason, the Participant's outstanding equity-based awards shall be treated in accordance with the applicable equity plan and award agreements.
- 3.6 Except as otherwise expressly provided pursuant to this Plan, this Plan shall be construed and administered in a manner which avoids duplication of compensation and benefits which may be provided under any other plan, program, policy, or other arrangement or individual contract or under any statute, rule, or regulation. In the event a Participant is covered by any other plan, program, policy, individually negotiated agreement, or other arrangement, in effect as of his or her Date of Termination, that may duplicate the payments and benefits provided for in this Article III, the Administrator is specifically empowered in its sole discretion to reduce or eliminate the duplicative benefits provided for under the Plan. For the avoidance of doubt, in the event a Participant is a party to an individual plan, agreement, or other arrangement on his or her Date of Termination that provides the Participant with severance benefits in the event of certain terminations of employment not in connection with a change in control, the Participant shall not be entitled to receive the cash payments under Section 3.1; and in the event a Participant is a party to an individual plan, agreement, or other arrangement on his or her Date of Termination that provides the Participant with severance benefits in the event of certain terminations of employment in connection with a change in control, the Participant shall not be entitled to receive the cash payments under Section 3.2.

**ARTICLE IV**  
**Withholding Taxes**

- 4.1 The Corporation or an Affiliate is authorized to withhold from any payments made hereunder amounts of withholding and other taxes due or potentially payable in connection therewith, and to take such other action as the Corporation or an Affiliate may deem advisable to enable the Corporation, any of its Affiliates and Participants to satisfy obligations for the payment of withholding taxes and other tax obligations relating to any payments made under this Plan.

**ARTICLE V**  
**No Right to Continued Employment**

- 5.1 Neither the establishment of the Plan, nor any modification thereof, nor the creation of any fund, trust or account, nor the payment of any benefits will be construed as giving any Participant, or any person whomsoever, the right to be retained in the service of the Corporation or any of its Affiliates, and all Participants will remain subject to discharge to the same extent as if the Plan had never been adopted.

**ARTICLE VI**  
**Successors; Binding Agreement**

- 6.1 All of the provisions of the Plan will be binding on the Corporation and any successor to the Corporation. The Corporation will require any successor or assign (whether direct or indirect, by purchase, exchange, lease, merger, consolidation, or otherwise) to all or substantially all of the property and assets of the Corporation to expressly assume the Plan and agree to perform under the Plan in the same manner and to the same extent that the Corporation would be required to perform if no such succession had taken place. The benefits provided under this Plan shall inure to the benefit of and be enforceable by the Participant's personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees, and legatees. If the Participant dies when any amounts would be payable to the Participant hereunder had the Participant continued to live, all such amounts shall be paid in accordance with the terms of this Plan to such person or persons appointed in writing by the Participant to receive such amounts, or if no person is so appointed, to the Participant's estate.



## ARTICLE VII

### Notice

- 7.1 For purposes of this Plan, all notices and other communications required or permitted hereunder shall be in writing and shall be deemed to have been duly given when delivered or five days after deposit in the United States mail, certified and return receipt requested, postage prepaid, and addressed as follows:

If to the Participant: the address listed as the Participant's address in the Corporation's personnel files.

If to the Corporation:

Regions Financial Corporation  
Attention: General Counsel  
1900 Fifth Avenue North  
Birmingham, Alabama 35203

or to such other address as either party may have furnished to the other in writing in accordance herewith, except that notices of change of address shall be effective only upon receipt.

- 7.2 A written notice of the Participant's Date of Termination by the Corporation or the Participant, as the case may be, to the other, shall indicate the specific termination provision in this Plan relied upon. The failure by the Participant or the Corporation to set forth in such notice any fact or circumstance which contributes to a showing of Good Reason or Cause shall not waive any right of the Participant or the Corporation hereunder or preclude the Participant or the Corporation from asserting such fact or circumstance in enforcing the Participant's or the Corporation's rights hereunder.

## ARTICLE VIII

### Full Settlement; Resolution of Disputes and Costs

- 8.1 In no event shall the Participant be obligated to seek other employment or take other action by way of mitigation of the amounts payable to the Participant under any of the provisions of this Plan, and, except as provided in the Release, such amounts shall not be reduced whether or not the Participant obtains other employment.
- 8.2 Any dispute or controversy arising under or in connection with this Plan or its annexes or exhibits shall be settled exclusively by arbitration in Birmingham, Alabama by three arbitrators in accordance with the applicable arbitration rules of the American Arbitration Association ("AAA") then in effect. One arbitrator shall be selected by the Corporation, the other by the Participant and the third jointly by these arbitrators (or if they are unable to agree within 30 days of the commencement of arbitration, the third arbitrator will be appointed by the AAA). Judgment may be entered on the arbitrators' award in any court having jurisdiction. Notwithstanding anything in this Plan to the contrary, any arbitration panel that adjudicates any dispute, controversy, or claim arising between a Participant and the Corporation, or any of their delegates or successors, in respect of a Participant's Qualifying Termination that occurs after a Change in Control, will apply a de novo standard of review to any determinations made by such person. Such de novo standard shall apply notwithstanding the grant of discretion hereunder to any such person or characterization of any such decision by such person as final, binding, or conclusive on any party.
- 8.3 If any contest or dispute shall arise under this Plan involving termination of a Participant's employment with the Corporation or any of its Affiliates, or involving the failure or refusal of the Corporation to perform fully in accordance with the terms hereof, each party shall be responsible for its own legal fees and related expenses, if any, incurred in connection with such contest or dispute; provided, however, that,

with respect to any contest or dispute arising after a Change in Control, the Corporation shall reimburse the Participant on a current basis for all reasonable legal fees and related expenses incurred by the Participant in connection with any such contest or dispute, which reimbursement shall be made within 30 days after the date the Corporation receives the Participant's statement for such fees and expenses; provided, further, that the Participant shall reimburse the Corporation for all such fees and expenses within 30 days if an arbitration panel issues a final and non-appealable order setting forth the determination that the position taken by the Participant was frivolous or advanced by the Participant in bad faith.

**ARTICLE IX**  
**Employment with Affiliates**

- 9.1 Employment with the Corporation for purposes of this Plan shall include employment with any Affiliate.

**ARTICLE X**  
**Survival**

- 10.1 The respective obligations and benefits afforded to the Corporation and the Participant as provided in Articles III (to the extent that payments or benefits are owed as a result of a termination of employment that occurs during the term of this Plan), IV, V, VI and VIII and Sections 15.3 and 15.4 shall survive the termination of this Plan.

**ARTICLE XI**  
**Governing Law; Validity**

- 11.1 Except to the extent preempted by ERISA or other applicable federal law, the Plan will be governed and construed in accordance with the laws of the State of Alabama without reference to conflict of laws provisions.

**ARTICLE XII**  
**Amendment and Termination**

- 12.1 Except as provided below, prior to a Change in Control, the Plan may be amended or modified in any respect, and may be terminated, in any such case, by resolution adopted by a majority of the Board or the Administrator; provided that, in the event an amendment is determined by the Administrator to be, in the aggregate, material and adverse to a Participant, the Administrator shall provide six months' advanced notice to such Participant in accordance with Article VII above, and such amendment shall not become effective until such six-month notice period has lapsed. For the period subsequent to the execution of an agreement providing for a transaction or transactions which, if consummated, would constitute a Change in Control and for the two-year period following the occurrence of a Change in Control, the Plan may not be amended or modified in any manner that would in any way adversely affect the benefits or protections provided hereunder to any individual who is a Participant under the Plan on the date the Change in Control occurs.
- 12.2 Any amendment adopted in accordance with Section 12.1 shall be specifically applicable to each Affiliate, without any action by such Affiliate.

**ARTICLE XIII**  
**Interpretation and Administration**

- 13.1 The Plan shall be administered by the Administrator (or any successor committee). The Administrator (or any successor committee) shall have the authority (i) to exercise all of the powers granted to it under the Plan, (ii) to construe, interpret and implement the Plan, (iii) to prescribe, amend, and rescind the rules

and regulations relating to the Plan, (iv) to make all determinations necessary or advisable in the administration of the Plan, (v) to correct any defect, supply any omission, and reconcile any inconsistency in the Plan, and (vi) to delegate its responsibilities and authority hereunder to a subcommittee of the Administrator or any other named body or person, or reassume therefrom, any of its responsibilities or authority with respect to the Plan. Actions of the Board or the Administrator (or any successor committee) shall be taken by a majority vote of its members. All determinations by the Administrator (or any successor committee) shall be made in the committee's reasonable discretion; provided, however, that a *de novo* standard of review will apply to any such determinations made following a Change in Control.

#### **ARTICLE XIV**

##### **Type of Plan**

- 14.1 This Plan is intended to be, and shall be interpreted as, an unfunded employee welfare plan under Section 3(1) of ERISA and Section 2520.104-24 of the Department of Labor Regulations, maintained primarily for the purpose of providing employee welfare benefits, to the extent that it provides welfare benefits, and under Sections 201, 301 and 401 of ERISA, as a plan that is unfunded and maintained primarily for the purpose of providing deferred compensation, to the extent that it provides such compensation, in each case for a select group of management or highly compensated employees (i.e., a "top hat" plan).

#### **ARTICLE XV**

##### **Miscellaneous**

- 15.1 Nonassignability. Benefits under the Plan may not be assigned by the Participant.

- 15.2 Section 409A.

- (a) The payments or benefits set forth under this Plan are intended to be exempt from Section 409A as a "short-term deferral" (within the meaning of Section 409A).
- (b) Notwithstanding anything to the contrary in this Plan, to the extent a Participant would otherwise be entitled to any payment or benefit that under this Plan, or any plan or arrangement of the Corporation or its Affiliates, constitutes "deferred compensation" subject to Section 409A and that if paid or provided during the six months beginning on the date of termination of a Participant's employment would be subject to the Section 409A additional tax because the Participant is a "specified employee" (within the meaning of Section 409A and as determined by the Corporation) the payment or benefit will be paid or provided (or will commence being paid or provided, as applicable) to the Participant on the earlier of the six-month anniversary of the Participant's date of termination or the Participant's death. In addition, any payment or benefit due upon a termination of the Participant's employment that represents a "deferral of compensation" within the meaning of Section 409A shall be paid or provided to the Participant only upon a "separation from service" as defined in Treasury Regulation Section 1.409A-1(h). Each payment made under this Plan shall be deemed to be a separate payment, and amounts payable under Article III of this Plan shall be deemed not to be a "deferral of compensation" subject to Section 409A to the extent provided in the exceptions in Treasury Regulation Sections 1.409A-1(b)(4) ("short-term deferrals") and (b) (9) ("separation pay plans," including the exception under subparagraph (iii)) and other applicable provisions of Treasury Regulation Section 1.409A-1 through A-6.
- (c) Notwithstanding anything to the contrary in this Plan or elsewhere, any payment or benefit under this Plan or otherwise that is exempt from Section 409A pursuant to final Treasury Regulation Section 1.409A-1(b)(9)(v)(A) or (C) shall be paid or provided to the Participant only to the extent

that the expenses are not incurred, or the benefits are not provided, beyond the last day of the Participant's second taxable year following the Participant's taxable year in which the "separation from service" occurs; provided that such expenses are reimbursed no later than the last day of the Participant's third taxable year following the taxable year in which the Participant's "separation from service" occurs. Except as otherwise expressly provided herein, to the extent any expense reimbursement or the provision of any in-kind benefit under this Plan is determined to be subject to Section 409A, the amount of any such expenses eligible for reimbursement, or the provision of any in-kind benefit, in one calendar year shall not affect the expenses eligible for reimbursement in any other taxable year (except for any lifetime or other aggregate limitation applicable to medical expenses), in no event shall any expenses be reimbursed after the last day of the calendar year following the calendar year in which the Participant incurred such expenses, and in no event shall any right to reimbursement or the provision of any in-kind benefit be subject to liquidation or exchange for another benefit. Notwithstanding anything to the contrary in this Plan or elsewhere, in the event that a Participant waives the provisions of another severance or change in control agreement or arrangement to participate in this Plan and such participation in this Plan is later determined to be a "substitution" (within the meaning of Section 409A) for the benefits under such agreement or arrangement, then any payment or benefit under this Plan that such Participant becomes entitled to receive during the remainder of the waived term of such agreement or arrangement shall be payable in accordance with the time and form of payment provisions of such agreement or arrangement.

- 15.3 Section 280G. The provisions of Appendix A shall apply to any payments or benefits payable to Participants under this Plan.
- 15.4 No Golden Parachute Payments: Application to the Appropriate Federal Banking Agency. If any payment or benefit under this Plan would otherwise be a golden parachute payment within the meaning of Section 18(k) of the Federal Deposit Insurance Act, the payment or benefit will not be made unless permitted under applicable law. The Corporation will use best efforts promptly to apply to the appropriate federal banking agency for a determination that any golden parachute payment is permissible. Any payment or benefit that is determined permissible will be paid in accordance with its terms or, if due before the date of determination, will be paid within 30 days of determination together with interest at the applicable federal rate (as defined in Section 1274(d) of the Code).
- 15.5 Effective Date. The Plan shall be effective as of January 1, 2020.

ANNEX A\*

Management Level**	Base Salary Formula
Executive Leadership (excluding the Chief Executive Officer)	18 months of Base Salary
Manager Heads	12 months of Base Salary

\*As set forth in Section 3.6 of the Plan, for the avoidance of doubt, any Participant who is a party to an individual plan, agreement, or other arrangement that provides the Participant with severance benefits not in connection with a change in control shall not be entitled to receive benefits under Section 3.1.

\*\*Management Level is indicated on the job-specific profile in the Human Resources system of record and is generally determined based on the roles and responsibilities, as determined in the sole discretion of the Administrator, as follows:

- Executive Leadership includes exempt, professional associates who serve on the Management Policymaking Committee and/or the Executive Leadership Team (as may be appointed by the Chief Executive Officer from time to time), and any exempt, professional associate who serves as the head of the Audit group; provided, however, solely for purposes of this Annex A and Section 3.1, Non-Change in Control Qualifying Termination, Executive Leadership does not include the Chief Executive Officer of the Corporation.
- Manager Heads include exempt, professional associates generally responsible for establishing long-term business strategy at the business unit or functional unit level, driving strategic initiatives that have a material impact on corporate results in the books and records of the Corporation.

**ANNEX B\***

<b>Management Level**</b>	<b>CIC Severance Multiple</b>	
	<b>Section 3.2(a)</b>	<b>Section 3.2(c)</b>
Chief Executive Officer	3	36 months
Executive Leadership	2	24 months
Manager Heads	1	12 months

\*As set forth in Section 3.6 of the Plan, for the avoidance of doubt, any Participant who is a party to an individual plan, agreement, or other similar arrangement that provides the Participant with severance benefits in connection with a change in control, shall not be entitled to receive benefits under Section 3.2.

\*\*Management Level is indicated on the job-specific profile in the Human Resources system of record and is generally determined based on the roles and responsibilities, as determined in the sole discretion of the Administrator, as follows:

- Executive Leadership includes exempt, professional associates who serve on the Management Policymaking Committee and/or the Executive Leadership Team (as may be appointed by the Chief Executive Officer from time to time), and any exempt, professional associate who serves as the head of the Audit group.
- Manager Heads include exempt, professional associates generally responsible for establishing long-term business strategy at the business unit or functional unit level, driving strategic initiatives that have a material impact on corporate results in the books and records of the Corporation.

**Exhibit A**  
**Non-Participating Affiliates**

The following affiliate(s) are specifically excluded from participating in the Plan:

BlackArch Partners LLC

**Appendix A**  
**Reduction of Certain Payments by the Corporation**

Anything in this Plan to the contrary notwithstanding, in the event it shall be determined that (i) any payment, award, benefit or distribution (or any acceleration of any payment, award, benefit, or distribution) by the Corporation (or any of its affiliated entities) or any entity which effectuates a Change in Control (or any of its affiliated entities) to or for the benefit of Participant (whether pursuant to the terms of this Agreement or otherwise) (the “Payments”) would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code (the “Excise Tax”), and (ii) the reduction of the amounts payable to Participant under this Agreement to the maximum amount that could be paid to Participant without giving rise to the Excise Tax (the “Safe Harbor Cap”) would provide the Participant with a greater after tax amount than if such amounts were not reduced, then the amounts payable to Participant under this Agreement shall be reduced (but not below zero) to the Safe Harbor Cap. The reduction of the amounts payable hereunder, if applicable, shall be made by reducing first the payments under paragraph (i) and then paragraph (ii) of Section 3.2, unless an alternative method of reduction is elected by the Participant within 30 days after first becoming eligible to participate in this Plan.

All determinations required to be made under this Appendix A, including the reduction of the Payments to the Safe Harbor Cap and the assumptions to be utilized in arriving at such determinations, shall be made by a public accounting firm that is retained by the Corporation as of the date immediately prior to the Change in Control (the “Accounting Firm”) which shall provide detailed supporting calculations both to the Corporation and the Participant within 15 business days of the receipt of notice from the Corporation or the Participant that there has been a Payment, or such earlier time as is requested by the Corporation (collectively, the “Determination”). For the avoidance of doubt, the Accounting Firm may use the Option Redetermination amount in determining the reduction of the Payments to the Safe Harbor Cap. Notwithstanding the foregoing, in the event (i) the Administrator shall determine prior to the Change in Control that the Accounting Firm is precluded from performing such services under applicable auditor independence rules or (ii) the Audit Committee of the Board determines that it does not want the Accounting Firm to perform such services because of auditor independence concerns or (iii) the Accounting Firm is serving as accountant or auditor for the person(s) effecting the Change in Control, the Administrator shall appoint another nationally recognized public accounting firm to make the determinations required hereunder (which accounting firm shall then be referred to as the Accounting Firm hereunder). All fees and expenses of the Accounting Firm shall be borne solely by the Corporation, and the Corporation shall enter into any agreement reasonably requested by the Accounting Firm in connection with the performance of the services hereunder. If the Accounting Firm determines that no Excise Tax is payable by a Participant, it shall furnish the Participant with a written opinion to such effect, and to the effect that failure to report the Excise Tax, if any, on the Participant’s applicable federal income tax return will not result in the imposition of a negligence or similar penalty. In the event the Accounting Firm determines that the Payments shall be reduced to the Safe Harbor Cap, it shall furnish the Participant with a written opinion to such effect. The Determination by the Accounting Firm shall be binding upon the Corporation and the Participant.



**REGIONS FINANCIAL CORPORATION  
POST 2006 SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN  
AMENDED AND RESTATED AS OF JANUARY 1, 2020**

Regions Financial Corporation, successor to AmSouth Bancorporation, with its principal offices located at Birmingham, Alabama (“Sponsor” or “Corporation”), is currently the sponsor of the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan (“Supplemental Plan”).

The purpose of the Supplemental Plan is to provide a supplemental retirement benefit program that provides benefits in excess of the limitations on benefits under the Retirement Plan imposed by Section 415 (“Section 415”) and Section 401(a)(17) (“Section 401(a)(17)”) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), to a select group of management or highly compensated employees whose benefits under the Retirement Plan may be limited by Section 415 and/or Section 401(a)(17).

Effective November 1, 2006, the Supplemental Plan was amended to freeze participation by new Participants and rehired employees and to address the calculation of benefits of those Participants who transfer employment to Morgan Keegan in connection with the merger of AmSouth Bancorporation into the Sponsor.

Effective January 1, 2008, the Supplemental Plan was amended to reflect the actuarial assumptions used to determine benefits under the optional forms of benefit.

On December 31, 2008, the Supplemental Plan was amended to comply with Code Section 409A and the regulations thereunder.

Effective January 1, 2010, January 1, 2014 and January 1, 2020, the Supplemental Plan was amended and restated to incorporate prior amendments into the plan document.

Effective January 1, 2020, the terms and conditions of this amended and restated Supplemental Plan shall apply to each Participant who was employed by the Sponsor or an Electing Employer on December 1, 2008 or who becomes a Participant on or after December 1, 2008, and who is employed by the Sponsor or an Electing Employer on or after January 1, 2020.

Effective as of January 1, 2020, the terms and conditions of a newly-adopted Supplemental Executive Retirement Plan for Former Executives shall apply to participants whose employment by the Sponsor or an Electing Employer was terminated prior to January 1, 2020 and such deceased participants’ beneficiaries.

**ARTICLE I  
TITLE; DEFINITIONS**

Section 1.01. The term “Accrued Benefit” as of any date shall mean the amount of benefits which the Participant has earned as of the date of the calculation.

Section 1.02. The term “Actuarial Equivalent” shall be calculated as set forth on Appendix A hereto.

Section 1.03. The Term “Applicable Law” shall mean the laws, statutes, rules, regulations, treaties, directives, guidelines, ordinances, codes, administrative or judicial precedents or authorities and orders of any Governmental Authority, as well as the interpretation or administration thereof by any Governmental Authority charged with the enforcement, interpretation or administration thereof, and all applicable

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administrative orders, decisions, judgments, directed duties, requests, licenses, authorizations, decrees and permits of, and agreements with any Governmental Authority, to which the Corporation or a Participant is a party or by which it is bound, in each case whether or not having the force of law, and all orders, decisions, judgments and decrees of all courts or arbitrators in proceedings or actions to which the Corporation or a Participant is a party or by which it is bound.

Section 1.04. The term “Average Monthly Earnings” shall mean, for a Participant who retires or terminates on or after January 1, 2004, the result obtained by dividing the Participant’s Monthly Earnings paid by an Electing Employer during the three (3) highest consecutive Complete Plan Years of earnings out of the ten (10) Plan Years immediately preceding the Participant’s Early Retirement Date, Normal Retirement Date, or date of calculation of Accrued Benefits, as the case may be, by thirty-six (36). If a Participant has fewer than three (3) Complete Plan Years of earnings after applying the Break in Service rules of Section 4.07 of the Retirement Plan, if applicable, all of his or her Complete Plan Years of earnings (less than three (3)) will be used and the divisor will be twelve (12) times the total number of such Complete Plan Years. A Plan Year in which a Participant receives no Monthly Earnings is disregarded in determining consecutive Plan Years.

Section 1.05. The term “Board” shall mean the Board of Directors of the Sponsor.

Section 1.06. The term “Cause” shall have the meaning set forth in the employment agreement or severance agreement, as applicable and as the same may be amended from time to time, between the Participant and the Sponsor. If a Participant is not subject to an employment agreement or severance agreement, or if such agreement does not contain a definition of “Cause”, then “Cause” shall mean with respect to such Participant the occurrence of one or more of the following:

(i) a Participant’s willful and continued failure to substantially perform his or her reasonably assigned duties with the Sponsor or any of its affiliates (other than any such failure resulting from incapacity due to physical or mental illness), which failure continues for a period of at least 30 days after a written demand for substantial performance, signed by a duly authorized officer of the Sponsor, has been delivered to the Participant specifying the manner in which such Participant has failed substantially to perform;

(ii) a Participant’s breach of fiduciary duty involving personal profit, a Participant’s commission of a felony or a crime involving fraud or moral turpitude, or a Participant’s material breach of any provision of an agreement with the Sponsor;

(iii) a Participant’s willfully engaging in illegal conduct or gross misconduct that is materially injurious to the Sponsor;

(iv) a Participant’s willfully impeding, endeavoring to influence, obstruct or impede or failing to materially cooperate with an investigation authorized by the Board, a self-regulatory organization empowered with self-regulatory responsibilities under federal securities or state laws or any substantially equivalent foreign statute or regulation or a governmental department or agency; or

(v) a Participant’s disqualification or bar by any governmental or self-regulatory authority from carrying out the duties and responsibilities of such Participant’s position with the Sponsor or a Participant’s loss of any governmental or self-regulatory license that is reasonably necessary for such Participant to perform his or her responsibilities to the Sponsor.

Notwithstanding the foregoing, no termination of a Participant's employment shall be for Cause until (i) there shall have been delivered to such Participant a notice of termination, and (ii) within 15 days thereafter, such Participant shall have been provided an opportunity to be heard in person by a review panel appointed by the Sponsor's CHR Committee. For purposes of determining whether an event constituting Cause has occurred, no act or failure to act, on a Participant's part, shall be considered "willful" unless it is done, or omitted to be done, by such Participant in bad faith or without reasonable belief that his or her action or omission was legal, proper, and in the best interests of the Sponsor. Any act, or failure to act, based upon authority and directives given pursuant to a resolution duly adopted by the Board or upon the instructions of a senior officer of the Sponsor or based upon the advice of counsel for the Sponsor shall be conclusively presumed to be done, or omitted to be done, by a Participant in good faith and in the best interests of the Sponsor. Notwithstanding anything set forth herein to the contrary, no failure to perform by a Participant after a notice of termination is given by such Participant to the Sponsor shall constitute Cause for the purposes of this Supplemental Plan.

Section 1.07. The term "Committee" shall mean the Regions Benefits Management and Human Resources Committee.

Section 1.08. The term "CHR Committee" shall mean the Compensation and Human Resources Committee of the Board.

Section 1.09. The term "Complete Plan Year" shall mean a Plan Year in which a Participant has Monthly Earnings except that the Plan Year in which a Participant is first hired by the Sponsor (if the Participant is hired after January 1 of such Plan Year) shall not be considered a Complete Plan Year. A Plan Year in which the Participant's final termination of employment with the Sponsor occurs (if the Participant's termination of employment is before December 31 of such Plan Year) will only be treated as a Complete Plan Year if such treatment results in higher Average Monthly Earnings.

Section 1.10. The term "Credited Service" shall have the same meaning as defined in the Retirement Plan, but subject to a service cap of 35 years; provided, however, with respect to an individual who becomes a Participant after the date on which this Supplemental Plan was frozen, such Participant shall not be credited with more than 5 Years of Credited Service measured from his or her most recent date of hire.

Section 1.11. The term "Disability" shall mean that a Participant is "disabled" within the meaning of Section 409A(a)(2)(c) of the Code.

Section 1.12. The term "Early Retirement" shall mean termination of a Participant's employment on or after age 55 or the Participant's earliest retirement age set forth in information contained in the permanent records of the Sponsor's Human Resources Division.

Section 1.13. The term "Electing Employer" shall mean a subsidiary or affiliate of the Sponsor that elects to become a participating employer in this Supplemental Plan subject to approval by the Committee.

Section 1.14. The term "Enhanced Benefit" shall mean, for an eligible Participant, an enhanced benefit based on a targeted formula for benefit accrual calculated as the excess, if any, of (A) less (B), where (A) is a targeted sum of 4.0% of Average Monthly Earnings times Credited Service up to 10 years of Credited Service, plus 1.0% of Average Monthly Earnings times each year of Credited Service over 10 up to a combined total of 35 Years of Credited Service; and (B) is the sum of the Participant's (1) estimated monthly benefits

payable as a life annuity under the Retirement Plan as of the date of commencement in the Supplemental Plan (regardless of the form of payment or commencement date actually elected under the Retirement Plan), and (2) estimated Social Security monthly benefit amount payable at age 65 (calculated using Social Security law in the Participant’s year of termination of employment and assuming zero future pay to age 65).

The actual targeted benefit under the Enhanced Benefit is illustrated as follows:

Years of Credited Service	Targeted Benefit
10	40%
20	50%
30	60%
35	65%

For Participants with a DAAB (as defined in the Retirement Plan), the targeted formula in (A) above will equal (i) plus (ii) where: (i) represents the DAAB and (ii) represents the targeted formula using only post-merger Credited Service. Post-merger Credited Service is limited to 35 years minus years of Credited Service used in determining the DAAB. In no event will this amount be less than the amount calculated under the targeted formula in (A) above based on post-merger Credited Service limited to 35 years.

The Enhanced Benefit is a monthly benefit payable for life on or after age 65. The Enhanced Benefit will be reduced for early retirement prior to the participant’s Enhanced Unreduced Retirement Age (but not for early retirement on or after the participant’s Enhanced Unreduced Retirement Age) by the Enhanced Early Retirement Factor.

Section 1.15. The term “Enhanced Early Retirement Factor” shall be calculated as set forth in Table 1 or Table 2 of Appendix B hereto. Determination of the appropriate table is set forth in information maintained in the permanent records of the Sponsor’s Human Resources Division.

Section 1.16. The term “Enhanced Unreduced Retirement Age” is the age at which an eligible Participant’s Enhanced Benefit is unreduced for early retirement as set forth in information contained in the permanent records of the Sponsor’s Human Resources Division.

Section 1.17. The term “Enhanced Vesting Age” is the age at which an eligible Participant becomes vested in his or her Enhanced Benefit as set forth in information contained in the permanent records of the Sponsor’s Human Resources Division.

Section 1.18. The term “ERISA” shall mean the Employee Retirement Income Security Act of 1974, as amended, and any regulations promulgated thereunder.

Section 1.19. The term “Good Reason” shall have the meaning set forth in the employment agreement or severance agreement, as applicable and as the same may be amended from time to time, between the Participant and the Sponsor. If a Participant is not subject to an employment agreement or severance agreement, or if such agreement does not contain a definition of “Good Reason”, then “Good Reason” shall mean the occurrence of one or more of the following after a Change in Control:

- (i) a material reduction in a Participant’s base salary and annual bonus opportunity, in each case, as in effect immediately before the Change in Control; or

(ii) the Sponsor requiring a Participant to be based at any location that is more than 50 miles from such Participant's regular place of employment immediately before the Change in Control.

Notwithstanding the foregoing, no termination of a Participant's employment shall be for Good Reason unless (i) a Change in Control occurs during the term of the employment or severance agreement, if applicable, (ii) termination of a Participant's employment (or notice of a Participant's intent to terminate employment) occurs during the 24 month period following the Change in Control, and (iii) a Participant gives the Sponsor written notice within 90 days of such Participant obtaining knowledge of circumstances giving rise to Good Reason (describing in reasonable detail the circumstances and the Good Reason event that has occurred) and the Sponsor does not remedy these circumstances within 30 days of receipt of such notice. In addition, an event will not give rise to Good Reason if it is made with a Participant's express written consent.

Section 1.20. The term "Governmental Authority" shall mean the United States of America, any state or territory thereof and any federal, state, provincial, city, town, municipality, county or local authority, including without limitation the Board of Governors of the Federal Reserve, the Department of Treasury and any department, commission, board, bureau, instrumentality, agency or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government.

Section 1.21. The term "Minimum Lump Sum" is a minimum amount payable as a lump sum for select executives as set forth in information contained in the permanent records of the Sponsor's Human Resources Division.

Section 1.22. The term "Monthly Earnings" shall mean:

(a) Effective on and after January 1, 2009, the term "Monthly Earnings" shall mean the sum of (i) the Participant's regular monthly base salary prior to the effect of elections under (A) any plan or plans maintained by the Sponsor, an Electing Employer or any of their affiliates which are within the scope of Sections 125, 132(f) or 401(k) of the Code and (B) any "non-qualified deferred compensation plan" within the meaning of Section 409A of the Code, and (ii) one-twelfth of the annual bonus earned by a Participant for the particular Plan Year under the Sponsor's or any Electing Employer's annual incentive plan(s) prior to the effect of elections under (A) and (B) above. If a Participant retires, dies or experiences a Disability prior to the time when the amount of the bonus for the Plan Year has been determined, Monthly Earnings for the months in such Plan Year shall be calculated using an estimate of such bonus determined by the Committee or CHR Committee, as appropriate, based on information regarding the Sponsor's and Participant's performance as of the date of determination. Effective January 1, 2017, Monthly Earnings shall include amounts by which an Employee's pay is reduced on account of any plan or payroll practice under which an Employee may voluntarily reduce his pay in exchange for increased vacation time (otherwise known as "vacation purchase"); and (ii) such Employee's Monthly Earnings shall not be increased in any future year by the amount of any reversal or refund of such vacation purchase resulting from the Employee not using such vacation time.

(b) Prior to January 1, 2009, the term "Monthly Earnings" shall mean the sum of (i) the Participant's regular monthly base salary prior to the effect of elections under any plan or plans maintained by the Sponsor, an Electing Employer or any of their affiliates which are within the scope of Sections 125 or 401(k) of the Code and (ii) one-twelfth of the annual bonus earned by a Participant for the particular Plan Year under the Sponsor's or any Electing Employer's annual incentive plan(s) prior to the effect of elections under (i) above. If a Participant retires, dies or experiences a Disability prior to the time when the amount

of the bonus for the Plan Year has been determined, Monthly Earnings for the months in such Plan Year shall be calculated using an estimate of such bonus determined by the Committee or CHR Committee, as appropriate, based on information regarding the Sponsor's and Participant's performance as of the date of determination.

(c) Effective for Plan Years commencing in or after 2010, Monthly Earnings shall include Eligible Special Pay in the year in which such Eligible Special Pay is included in wages under Section 3121(a) of the Code (or would be, but for any dollar limitation on wages), with one-twelfth of such amount included for each month in such year. For purposes of this Section, Eligible Special Pay is defined as 50% of Salary Stock (defined as stock or stock units granted in lieu of base salary) and 50% of restricted stock compliant with the Troubled Asset Relief Program ("TARP") issued in lieu of bonus for the purpose of complying with TARP restrictions.

Section 1.23. The term "Monthly Retirement Income" shall have the same meaning as under the Retirement Plan.

Section 1.24. The term "Normal Retirement Date" shall mean the first of the month coinciding with or next following age 65.

Section 1.25. The term "Participant" shall refer to a person who is a participant in this Supplemental Plan.

Section 1.26. The term "Plan Year" shall mean a calendar year.

Section 1.27. The term "Retirement Plan" shall mean (i) the Regions Financial Corporation Retirement Plan, or (ii) the Regions Financial Corporation Retirement Plan for Associates for those individuals who were spun-off from the Retirement Plan as of January 1, 2016.

Section 1.28. The term "Retired Participant" shall mean any Participant who has qualified for retirement and who is receiving a Monthly Retirement Income by direction of the Plan Administrator.

Section 1.29. The term "Revised Covered Compensation" shall mean the estimated average maximum amount of a Participant's earnings on which the Participant's Social Security benefits will be based assuming that each year of the Participant's working career the Participant's wages equaled the Social Security Taxable Wage Base. Revised Covered Compensation is automatically adjusted each year to reflect changes in the Taxable Wage Base. Such adjustments shall not have the effect of reducing a Participant's Accrued Benefit as of the end of the Plan Year preceding the adjustment.

Section 1.30. The term "Supplemental Benefit" shall mean, for a Participant who retires or terminates employment on or after January 1, 2004, the excess, if any, of (A) less (B), where (A) is a benefit calculated in accordance with the benefit formula under the Retirement Plan calculated without reference to any provision of the Retirement Plan limiting the amount of benefits as provided by Section 415 of the Code; without limiting the amount of compensation taken into account as provided by Section 401(a)(17) of the Code; by substituting the definition of Monthly Earnings under this Supplemental Plan in place of the definition of Earnings in the Retirement Plan; by substituting the definitions of Average Monthly Earnings and Credited Service under this Supplemental Plan in place of the definition of each such term in the Retirement Plan; and (B) is the amount of benefit accrued under the Retirement Plan as of the date of benefit commencement under the Supplemental Plan, if any, calculated as if the Participant elected a single life

annuity commencing at age 65 regardless of the form of payment or commencement date actually elected under the Retirement Plan.

The Supplemental Benefit is a monthly benefit payable for life on or after age 65. For early retirement prior to age 65, the Supplemental Benefit is reduced by the Supplemental Early Retirement Factor.

Section 1.31. The term “Supplemental Early Retirement Factor” is the factor used to reduce a participant’s Supplemental Benefit for Early Retirement. This factor equals the factor set forth in Table 2 of Appendix B.

Section 1.32. The term “Supplemental Plan” shall mean the supplemental retirement plan set forth below, known as the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan.

Section 1.33. The term “TARP Requirements” shall mean the Troubled Asset Relief Program under the Emergency Economic Stabilization Act of 2008, including the Interim Final Rule and any other rules and regulations thereunder, as amended by the American Recovery and Reinvestment Act of 2009.

Section 1.34. The term “Year of Service” shall have the same meaning as under the Retirement Plan.

## **ARTICLE II**

### **PARTICIPATION IN THE SUPPLEMENTAL PLAN**

#### Section 2.01. Participation.

(a) A select group of management or highly compensated employees whose benefits under the Retirement Plan (whether payable by reason of the Participant’s retirement, death, disability or other termination of employment) may be limited upon and after their commencement pursuant to Section 415 and/or Section 401(a)(17) and who are selected to participate in this Supplemental Plan shall be Participants in the Supplemental Plan. A complete list of Participants eligible to participate in the Supplemental Plan pursuant to this Section 2.01 is maintained in the permanent records of the Sponsor’s Human Resources Division.

(b) Effective November 1, 2006, this Supplemental Plan was frozen so that no employees or rehired former employees became Participants from such date. Notwithstanding the foregoing sentence, effective commencing January 1, 2007, the CHR Committee (or its delegee) is authorized to select additional highly compensated employees of the Sponsor or an Electing Employer to be Participants hereunder. Such additional Participants shall be entitled to receive a Supplemental Benefit or an Enhanced Benefit, as determined by the CHR Committee (or its delegee) when such participation is authorized by the CHR Committee (or its delegee).

(c) Effective January 1, 2020, a Participant who was employed by the Sponsor or an Electing Employer on December 1, 2008, or who becomes a Participant on or after December 1, 2008, and who is employed by the Sponsor or an Electing Employer on or after January 1, 2020, is eligible to participate in this Supplemental Plan.

Section 2.02. 2008 Termination Election. An employee who was a Participant on December 1, 2008, and who had not yet received or commenced receiving a benefit under this Supplemental Plan as of such date, could elect, no later than December 31, 2008, to cease accruing benefits under the Supplemental Plan and to terminate his or her participation in the Supplemental Plan, effective December 31, 2008, and to

receive a lump sum cash payment of his or her accrued Supplemental Benefit or Enhanced Benefit, if applicable, as soon as practicable after January 1, 2009, but in no event later than March 15, 2009.

**ARTICLE III**  
**BENEFITS UNDER THE SUPPLEMENTAL PLAN**

Section 3.01. Supplemental Benefits and Enhanced Benefits

**(a) Eligibility to Receive Supplemental Benefit and Enhanced Benefit**

1. Eligibility to Receive a Supplemental Benefit. To be eligible to receive a Supplemental Benefit, a Participant must be designated by the Committee or the CHR Committee as a Participant eligible to receive a Supplemental Benefit, as indicated in records maintained in the permanent records of the Sponsor's Human Resources Division (the "Records"), and in addition, must satisfy either (i) or (ii), as indicated in such Records: (i) have attained age 55, or have at least 5 Years of Service; or (ii) have attained age 62, or have attained age 55 and have at least 10 Years of Service measured from his or her most recent date of hire.

Notwithstanding the foregoing, a Participant shall be eligible to receive a Supplemental Benefit (regardless of the Participant's age or Years of Service) in the following situations:

- (i) In the event of a Participant's termination of employment under his or her Change in Control Agreement due to a Change in Control;
- (ii) In the event the Participant dies or experiences a Disability; or
- (iii) In the event of the Participant's involuntary termination of employment without Cause.

2. Eligibility to Receive Enhanced Benefit. Except as provided herein, to be eligible to receive an Enhanced Benefit, a Participant must (A) be designated by the Committee or the CHR Committee as a Participant eligible to receive an Enhanced Benefit as indicated on records maintained in the permanent records of the Sponsor's Human Resources Division and (B) attain his or her Enhanced Vesting Age with at least 10 Years of Service while actively employed by the Sponsor or an Electing Employer.

For participants designated as eligible to receive an Enhanced Benefit however,

- in the event of the Participant's death while actively employed, the Participant's surviving Spouse will be eligible to receive an Enhanced Benefit based on service through the Participant's date of death regardless of age or Years of Service.
- in the event of a Change in Control resulting in the Participant's termination of employment without Cause or for Good Reason within 2 years following the Change in Control, the Participant will be eligible to receive an Enhanced Benefit based on service through his or her date of termination regardless of age or Years of Service.

Otherwise, if a Participant terminates employment or ceases participation in this Plan prior to his or her Enhanced Vesting Age and completing 10 Years of Service, the Participant will not be entitled



to receive an Enhanced Benefit. Notwithstanding the foregoing requirements of this paragraph, solely for purposes of determining a Participant's eligibility for an Enhanced Benefit, the Committee has the discretion to count a Participant's years of service with an entity acquired by Sponsor or an affiliate thereof in determining whether a Participant has completed 10 Years of Service to be eligible to receive an Enhanced Benefit.

**(b) Calculation of Enhanced Benefits in the Event of Retirement**

In the event a Participant terminates employment after attaining his or her Enhanced Vesting Age and completing 10 Years of Service, the Participant shall receive the greater of (i) his or her Supplemental Benefit (if eligible) actuarially reduced for benefit commencement prior to age 65 by the Supplemental Early Retirement Factor and (ii) his or her Enhanced Benefit actuarially reduced for benefit commencement prior to the participant's Enhanced Unreduced Retirement Age by the applicable Enhanced Early Retirement Factor.

**(c) Calculation of Enhanced Benefits in the Event of Change in Control for Certain Participants**

In the event there is a Change in Control prior to the date a Participant eligible to receive an Enhanced Benefit attains his or her Enhanced Vesting Age and completes 10 Years of Service, the Participant shall receive the greater of (i) his or her Supplemental Benefits (if eligible) actuarially reduced for benefit commencement prior to age 65 by the Supplemental Early Retirement Factor and (ii) an Enhanced Benefit calculated as the excess, if any, of (A) less (B), where (A) is a targeted sum of 4.0% of Average Monthly Earnings times Credited Service up to 10 years of Credited Service, plus 1.0% of Average Monthly Earnings times each year of Credited Service over 10 up to a combined total of 35 Years of Credited Service; and (B) is the sum of the Participant's (1) estimated monthly Retirement Plan benefits payable as a life annuity at his or her Enhanced Unreduced Retirement Age, regardless of the form of payment or commencement date actually elected under the Retirement Plan and (2) estimated Social Security monthly benefit amount payable at age 65 (calculated using Social Security law in the Participant's year of termination of employment and assuming zero future pay to age 65). The Enhanced Benefit will be actuarially reduced for benefit commencement prior to the Enhanced Unreduced Retirement Age by the Enhanced Early Retirement Factor.

**(d) Calculation of Enhanced Benefits in the Event of Death**

In the event a Participant who is eligible to receive an Enhanced Benefit dies while actively employed by the Plan Sponsor or an Electing Employer prior to attaining his or her Enhanced Vesting Age and completing 10 Years of Service, the Participant's surviving Spouse shall receive the greater of the survivor portion of (i) his or her Supplemental Benefit (if eligible) converted from the amount payable as a life only benefit at 65 to an immediate joint and 100% survivor annuity, based on the actuarial factors in Appendix A and the Supplemental Early Retirement Factor and (ii) an Enhanced Benefit calculated as the excess, if any, of (A) less (B), where (A) is a targeted sum of 4.0% of Average Monthly Earnings times Credited Service up to 10 years of Credited Service, plus 1.0% of Average Monthly Earnings times each year of Credited Service over 10 up to a combined total of 35 Years of Credited Service; and (B) is the sum of the Participant's estimated Social Security monthly benefit amount payable at age 65 (calculated using Social Security law in the Participant's year of termination of employment and assuming zero future pay to age 65). After calculating the Enhanced Benefit as provided in this paragraph above, the Enhanced Benefit will be reduced as follows: (i) for designated Participants who die before Enhanced Unreduced Retirement Age, to the age the participant would

have attained at his or her benefit commencement date based on the Enhanced Early Retirement Factor, (ii) from the amount payable as a life annuity to the amount payable as a joint and 100% survivor annuity, based on the actuarial factors set out in Appendix A; and (iii) by the estimated survivor benefit (calculated as a monthly benefit) payable under the Retirement Plan as of the Supplemental Plan commencement date regardless of the form of payment or commencement date elected under the Retirement Plan.

**(e) Temporary Benefit Freeze**

1. Notwithstanding subsections (a) through (e), effective April 16, 2009, through December 31, 2009 (the “Freeze Period”), no Participant shall accrue any additional benefit under the Supplemental Plan. This benefit freeze shall be implemented as follows. During the Freeze Period the Supplemental Benefit shall be calculated by determining the benefit in clause (A) of the definition of Supplemental Benefit as of April 15, 2009 (the “Freeze Date”) using the Participant’s Credited Service, Average Monthly Earnings and Revised Covered Compensation (along with any other terms and conditions, including, but not limited to, terms and conditions required under Applicable Law, applicable to such calculation) as of the Freeze Date. The remainder of the calculation of such Supplemental Benefit shall be in accordance with the terms of this Supplemental Plan without regard to this subsection (f). The Enhanced Benefit shall be calculated by determining the benefit in clause (A) of the definition of Enhanced Benefit as of the Freeze Date using the Participant’s Credited Service and Average Monthly Earnings as of the Freeze Date. The estimated Social Security benefit shall be determined using the law in effect on the Freeze Date and all other factors determined as if the Participant had a termination of employment on the Freeze Date. The remainder of the calculation of the Enhanced Benefit shall be in accordance with the terms of this Supplemental Plan without regard to this subsection (f). After the Freeze Period, effective January 1, 2010, the Supplemental Benefit and the Enhanced Benefit shall be calculated by determining the benefits in clause (A) of the definitions of Supplemental Benefit and Enhanced Benefit without regard to service and compensation earned in 2009, and treating 2008 and 2010 as consecutive years.

2. The calculation of the Supplemental Benefit and the Enhanced Benefit, in each case, involves the calculation of the Participant’s benefit in the Retirement Plan. The benefit in the Retirement Plan has also been frozen for the period April 15, 2009, through December 31, 2009. However, the benefit determined in this Supplemental Plan during and after the Freeze Period shall take into account the actual benefit in the Retirement Plan as of the date of determination, and not the Freeze Date, as a variety of factors could cause the benefit in the Retirement Plan to increase or decrease notwithstanding the freeze (including, without limitation, changes in the required actuarial assumptions, indexing of the limits under Section 415, and the possibility of an amendment unfreezing the Retirement Plan as of a different date or manner than the Supplemental Plan).

**(f) 2014 Freeze/Conversion**

The CHR Committee and the Committee may “freeze” certain Participants’ (each a “Frozen Participant”) Supplemental Benefits and provide each such Participant with the opportunity to irrevocably elect to have his or her “frozen” Supplemental Benefit be “converted” as described below.

1. Frozen Participants. A Frozen Participant shall have his or her “frozen” Supplemental Benefit computed based on Credited Service, Average Monthly Earnings, and other applicable factors as of the date on which the Supplemental Benefit is frozen (the “Frozen Benefit”). The Frozen Benefit shall be computed based on a payment date commencing at age 65 or January

1, 2014, if later, and assuming payment in the form of a single life annuity regardless of the form of payment or commencement date actually elected under this Supplemental Plan.

2. **Converted Participants.** If a Frozen Participant so elects, his or her Frozen Benefit shall be “converted” to a defined contribution form of benefit (an account balance) equal to the actuarial present value of the Frozen Benefit using the actuarial assumptions in effect for the Plan Year prior to the Plan Year in which the Supplemental Benefit is frozen (i.e., the “applicable mortality table” under Code Section 417(e)(3) in effect for the prior Plan Year and the “applicable interest rate” on 30-year Treasury securities as specified by the Commissioner determined as of the fourth calendar month preceding the first day of the prior Plan Year) (the “Converted Benefit”). The actuarial present value of the Converted Benefit shall be computed based on a payment date commencing at age 65 (or if the Participant is eligible for Early Retirement, a payment date commencing on January 1, 2014), and assuming payment in the form of a single life annuity. As soon as administratively feasible thereafter, the Converted Benefit shall be transferred to and administered in accordance with the terms of the Regions Financial Corporation Supplemental 401(k) Plan.

Section 3.02. Time and Form of Supplemental Benefit and Enhanced Benefit.

**(a) Timing of Payment Commencement of Supplemental Benefit or Enhanced Benefit Payable other than as a Lump Sum**

To the extent a Participant is eligible to receive a Supplemental Benefit or an Enhanced Benefit and the Participant elected to receive his or her benefit in a form other than a lump sum payment, the Participant’s Supplemental Benefit or Enhanced Benefit shall commence to be distributed, to or with respect to the Participant no later than 90 days (with the actual payment commencement date to be determined by the Sponsor in its discretion) following the first to occur of: (i) the date of the Participant’s termination of employment, if such termination of employment occurs on or after Early Retirement eligibility, (ii) the date the Participant attains age 65, if the Participant’s termination of employment occurs prior to Early Retirement eligibility, (iii) the date of the Participant’s termination of employment without Cause or for Good Reason, if such termination occurs within 2 years following a Change in Control, (iv) the date of the Participant’s death, in the event the Participant dies while still employed by the Sponsor or an Electing Employer, or (v) the later of the date of the Participant’s death and Early Retirement eligibility, in the event the Participant dies when no longer employed by the Sponsor or an Electing Employer. Notwithstanding the above, in the event that the 90 day period in the preceding sentence spans two different tax years of the Participant, the payment shall be made in the second such tax year.

**(b) Timing of Lump Sum Payment of Supplemental Benefit or Enhanced Benefit**

Subject to the provisions of Sections 7.08 and 7.09, to the extent a Participant is eligible to receive a Supplemental Benefit or an Enhanced Benefit and the Participant elected to receive his or her benefit in the form of a lump sum payment, the Participant’s Supplemental Benefit or Enhanced Benefit shall be paid, to or with respect to the Participant no later than 90 days (with the actual payment date to be determined by the Sponsor in its discretion) following the Participant’s termination of employment. Notwithstanding the above, in the event that the 90 day period in the preceding sentence spans two different tax years of the Participant, the payment shall be made in the second such tax year.

**(c) Form of Supplemental Benefit and Enhanced Benefit Payment**

1. Optional Forms of Payment. A Participant's Supplemental Benefit or Enhanced Benefit, as applicable, shall be payable monthly in the form of a single life annuity, unless the Participant elects, and is eligible to elect, one of the optional forms of benefit set forth below. Optional forms of payment will be calculated using the Actuarial Equivalent definition set forth in Appendix A.

Option 1: A joint and survivor annuity payable during the Participant's life, and after his or her death payable to his or her spouse at 50%, 75% or 100% of the annuity paid during the life of, and to, the Participant;

Option 2: A single life annuity payable during the Participant's life;

Option 3: Lump Sum; or

Option 4: A single life annuity with guaranteed monthly payments for 5, 10, 15 or 20 years. If a Participant dies before receiving all the guaranteed monthly payments, the remaining payments will be paid to the Participant's beneficiary.

2. Different Forms of Payment for Different Payment Events. A Participant may elect a different form of payment for each of the following payment events: (i) termination of employment with the Sponsor or an Electing Employer (other than due to death) prior to Early Retirement, (ii) termination of employment with the Sponsor or an Electing Employer (other than due to death) at or after Early Retirement, (iii) termination of employment within 2 years following a Change in Control without Cause or with Good Reason, and (iv) termination due to death.

3. Default for Participants. For the avoidance of doubt, if a Participant either does not make the election described above by December 31, 2008, or becomes a Participant at any time after December 31, 2008, and does not make an election upon beginning participation in the Supplemental Plan (as described in Section 3.02(e)), the Participant's vested Supplemental or vested Enhanced Benefit shall be payable as follows: (i) upon termination of employment at any time, payment of the Participant's Supplemental Benefit or Enhanced Benefit, as applicable, shall be in the form of a single life annuity for single Participants and a 50% joint and survivor benefit for married Participants or (ii) in the event the Participant dies while still employed by the Sponsor or an Electing Employer, payment of the Participant's Supplemental Benefit or Enhanced Benefit, as applicable, shall be in the form of a 100% joint and survivor benefit for married Participants. No survivor benefit shall be payable for unmarried participants. (iii) In the event a Participant dies while no longer employed by the Sponsor or an Electing Employer and has not commenced his or her Supplemental Plan benefit (or elected a form of payment), the Supplemental or Enhanced Benefit shall be payable in the form of 50% joint and survivor benefit to his or her surviving Spouse at the later of date of death or the earliest retirement age provided under the Retirement Plan. No survivor benefit shall be payable for unmarried participants.

4. Calculating Optional Forms of Payment. Notwithstanding the foregoing or anything to the contrary herein, the determination of benefits under this Supplemental Plan under the optional forms of payment shall be based on the actuarial factors and other terms and conditions set forth in Appendix A hereto, as amended from time to time.

The lump sum payment of a Participant's benefit shall equal the present value of his or her Supplemental Benefit or Enhanced Benefit assuming the participant elected to receive his or her benefit in

the form of a single life annuity payable as of the payment commencement date provided in Section 3.02(a). However, if a Participant is eligible to receive a lump sum payment of his or her Enhanced Benefit prior to his or her Enhanced Unreduced Retirement Age, the lump sum shall equal the Actuarial Equivalent of his or her Enhanced Benefit determined based on an assumed commencement date of his or her Enhanced Unreduced Retirement Age. For select Participants (as indicated in the permanent records of the Sponsor's Human Resources Division), in no event will the lump sum be less than the Minimum Lump Sum. The lump sum payment of a survivor benefit shall equal the present value of the annuity benefit otherwise payable to the survivor.

An active Participant who terminates employment after his or her Normal Retirement Date shall receive the greater of his or her continued accrued benefit and the actuarial equivalent of his or her normal retirement benefit.

5. Notwithstanding anything herein the contrary, for specified Participants as may be selected by the Committee, the Enhanced Benefit will be calculated in accordance with the terms of the Supplemental Plan.

(d) **Initial Deferral Election.** A Participant who first commences participation in the Supplemental Plan on or after January 1, 2009, may elect the form of benefit of his or her Supplemental Benefit or Enhanced Benefit, as applicable, as described above in Section 3.02(d) within thirty (30) days after the first day such Participant commences participation in the Supplemental Plan, *provided, however*, that, in addition to the age and service requirements defined in Section 3.01, the Participant shall be required to continue to provide services for the Sponsor or an Electing Employer for a period of 13 months after the date the Participant commenced participation in the Supplemental Plan in order to be eligible to receive such Supplemental Benefit or Enhanced Benefit, as applicable.

Notwithstanding the foregoing, an individual may be required to elect the form of benefit of his or her Supplemental Benefit as described above in Section 3.02(d) prior to the first day such individual commences participation in this Supplemental Plan.

(e) **Subsequent Change to Form of Payment.** A Participant may change the form of payment of his or her Supplemental Benefit or Enhanced Benefit, as applicable, provided such subsequent election satisfies the requirements of Treasury Regulation Section 1.409A-2(b) as it may be amended from time to time.

(f) **Acceleration to Pay Employment Taxes.** Notwithstanding anything herein to the contrary, a portion of each Participant's Supplemental Benefit or Enhanced Benefit, as applicable, will be accelerated to pay any employment taxes (including, but not limited to, income and FICA taxes) and the associated withholding on accelerated benefits when due.

Section 3.03. FAC Program. Notwithstanding anything to the contrary herein, all benefits accrued to Participants in the FAC Program through December 31, 2000, shall be calculated using the FAC Program terms and conditions as in effect on December 31, 2000, and such benefits shall be subject to the terms and conditions of the FAC Program, including but not limited to the terms and conditions governing the distribution of such benefits. Effective December 31, 2000, benefit accruals under the terms of the FAC Program ceased. The FAC Program benefits shall not be less than the accrued benefits under the terms of the FAC Program immediately preceding the merger of the FAC Program into this Supplemental Plan. A copy of the FAC Program as of December 31, 2000, is attached hereto as Exhibit A. Effective January 1, 2001, all benefits will be calculated under the terms and conditions of this Supplemental Plan.

Notwithstanding the foregoing or anything to the contrary herein, effective January 1, 2004, any Participant who has an accrued benefit under the FAC Program and who terminates employment on or after January 1, 2001 shall be entitled to receive pre-retirement survivor benefits with regard to the accrued benefit under the FAC Program under the terms provided in this Supplemental Plan.

Section 3.04. Change in Control.

For purposes of this Plan, a "Change in Control" shall mean:

(a) The acquisition by any "Person" (as the term "person" is used for the purposes of Section 13(d) or 14(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of direct or indirect beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of the combined voting power of the then-outstanding securities of the Sponsor entitled to vote in the election of directors (the "Voting Securities"); or

(b) Individuals (the "Incumbent Directors") who, as of the date hereof, constitute the Board of Directors of the Sponsor (the "Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election, was approved by a vote of at least two-thirds of the Incumbent Directors who are then on the Board (either by specific vote or by approval, without prior written notice to the Board objecting to the nomination, of a proxy statement in which the individual was named as nominee) shall be an Incumbent Director, unless such individual is initially elected or nominated as a director of the Sponsor as a result of an actual or threatened election contest with respect to the election or removal of directors ("Election Contest") or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board ("Proxy Contest"), including by reason of any agreement intended to avoid or settle any Election Contest or Proxy Contest; or

(c) Consummation of a merger, consolidation, reorganization, statutory share exchange, or similar form of corporate transaction involving the Sponsor or involving the issuance of shares by the Sponsor, the sale or other disposition (including by way of a series of transactions or by way of merger, consolidation, stock sale or similar transaction involving one or more subsidiaries) of all or substantially all of the Sponsor's assets or deposits, or the acquisition of assets or stock of another entity by the Sponsor (each a "Business Combination"), unless such Business Combination is a "Non-Control Transaction." A "Non-Control Transaction" is a Business Combination immediately following which the following conditions are met:

(A) the stockholders of the Sponsor immediately before such Business Combination own, directly or indirectly, more than 55% of the combined voting power of the then-outstanding voting securities entitled to vote in the election of directors (or similar officials in the case of a non-corporation) of the entity resulting from such Business Combination (including, without limitation, an entity that as a result of such Business Combination owns the Sponsor or all or substantially all of the Sponsor's assets, stock or ownership units either directly or through one or more subsidiaries) (the "Surviving Corporation") in substantially the same proportion as their ownership of the Sponsor Voting Securities immediately before such Business Combination;

(B) at least a majority of the members of the board of directors of the Surviving Corporation were Incumbent Directors at the time of the Board's approval of the execution of the initial Business Combination agreement; and

(C) no person other than (i) the Sponsor or any of its subsidiaries, (ii) the Surviving Corporation or its ultimate parent corporation, or (iii) any employee benefit plan (or related trust) sponsored or maintained by the Sponsor immediately before such Business Combination beneficially owns, directly or indirectly, 20% or more of the combined voting power of the Surviving Corporation's then-outstanding voting securities entitled to vote in the election of directors; or

(D) approval by the stockholders of the Sponsor of a complete liquidation or dissolution of the Sponsor.

Notwithstanding the foregoing and anything in the Supplemental Plan to the contrary, a Change in Control shall not be deemed to occur solely because any Person (the "*Subject Person*") acquired Beneficial Ownership of more than the permitted amount of the outstanding Voting Securities as a result of the acquisition of Voting Securities by the Sponsor which, by reducing the number of Voting Securities outstanding, increases the proportional number of shares Beneficially Owned by the Subject Person, *provided* that if a Change in Control would occur (but for the operation of this sentence) and after such acquisition of Voting Securities by the Sponsor, the Subject Person becomes the Beneficial Owner of any additional Voting Securities, then a Change in Control shall occur.

Section 3.05. Rabbi Trust. The Sponsor may establish a rabbi trust ("Trust") which may be used to pay benefits arising under the Supplemental Plan and all costs, charges and expenses relating thereto; except that, to the extent that the funds held in the Trust are insufficient to pay such benefits, costs, charges and expenses, the Sponsor shall pay such benefits, costs, charges and expenses.

#### **ARTICLE IV PLAN ADMINISTRATOR**

Section 4.01. The plan administrator ("Plan Administrator") for the Retirement Plan shall also administer the Supplemental Plan. In doing so, the Plan Administrator shall apply to the Participants' claims for Supplemental Benefits and Enhanced Benefits hereunder the procedures as are set forth in Section 7.06 below.

#### **ARTICLE V NATURE OF EMPLOYER OBLIGATION AND PARTICIPANT INTEREST**

Section 5.01. The interest of the Participant and/or any person claiming by or through him or her under the Supplemental Plan shall be solely that of an unsecured general creditor of the Sponsor and the Electing Employers. The Supplemental and Enhanced Benefits payable under the Supplemental Plan shall be payable from the general assets of the Sponsor and the Electing Employers (including assets held in the Trust), and neither the Participant nor any person claiming by or through him or her shall have any right to look to any specific property separate from such general assets in satisfaction of any claim for payment of Supplemental or Enhanced Benefits.

Section 5.02. In all respects any Supplemental or Enhanced Benefits shall be independent of, and in addition to, any other benefits or compensation of any sort, payable to or on behalf of the Participant under any other arrangement sponsored by the Sponsor or Electing Employers or any other arrangement between the Sponsor or Electing Employer and the Participant in any capacity.

**ARTICLE VI**  
**ADDITION OR WITHDRAWAL OF ELECTING EMPLOYERS**

Section 6.01. A subsidiary or affiliate of the Sponsor shall become an Electing Employer hereunder only upon approval by the Committee.

Section 6.02. An Electing Employer who wishes to withdraw from the Supplemental Plan shall deliver to the Sponsor a resolution from its Board of Directors which authorizes its withdrawal as an Electing Employer and which indicates the reason or reasons for such withdrawal. Withdrawal may only take place upon the approval of the Committee and with such amendments to the Supplemental Plan as the Committee shall deem necessary or desirable. Withdrawal shall be subject to the provisions of Section 7.01 below.

**ARTICLE VII**  
**MISCELLANEOUS**

Section 7.01. Amendment and Termination.

(a) The Supplemental Plan may be amended or terminated by the Sponsor, and may be amended by the Committee at any time except as provided in paragraphs (b) and (c) below. The Sponsor may designate additional Participants under the Supplemental Plan or remove persons as Participants under the Supplemental Plan at any time except as provided in paragraphs (b) and (c) below.

(b) Notwithstanding anything herein to the contrary, Supplemental Benefits and Enhanced Benefits which are in pay status shall not be discontinued under any circumstances prior to their natural termination pursuant to the terms of the Supplemental Plan at the time of the relevant amendment or termination of the Supplemental Plan, the removal of Participants or the withdrawal by an Electing Employer.

(c) Notwithstanding anything herein to the contrary, Supplemental Benefits and Enhanced Benefits hereunder which have been accrued prior to the date of any amendment or termination of the Supplemental Plan, the removal of a Participant, or the withdrawal of an Electing Employer shall remain a binding obligation of the Sponsor and Electing Employer or any successor in interest to either of them, and no amendment or discontinuation of the Supplemental Plan, removal of a Participant or withdrawal by an Electing Employer shall deprive a Participant of said accrued Supplemental Benefit or Enhanced Benefit.

Section 7.02. No Right to Employment. The Supplemental Plan shall not be deemed to constitute a contract between the Sponsor or the Electing Employer and any Participant or employee, or to be a consideration or an inducement for the employment of any Participant or employee. Nothing contained in the Supplemental Plan shall be deemed to give any Participant or employee the right to be retained in the service of the Sponsor or Electing Employer or to interfere with the right of the Sponsor or Electing Employer to discharge any Participant or employee at any time regardless of the effect which such discharge shall or may have upon him or her under the Supplemental Plan.

Section 7.03. Rights of General Creditor. None of the Participant's rights to Supplemental or Enhanced Benefits under the Supplemental Plan are subject to the claims of creditors of a Participant or any person claiming by or through him or her and will not be subject to attachment, garnishment or any other legal process, including but not limited to qualified domestic relations orders. Neither a Participant nor any person claiming by or through him or her may assign, sell, borrow on or otherwise encumber any of his or her beneficial interest under the Supplemental Plan nor shall any such interest be in any manner liable for



or subject to the deeds, contracts, liabilities, engagements or torts of a Participant or any person claiming by or through him or her.

Section 7.04. Governing Law. The Supplemental Plan shall be construed and interpreted in accordance with the laws of the State of Alabama (without respect to conflict of laws), except where such laws are superseded by ERISA, in which case ERISA shall control.

Section 7.05. Payment to Minor or Incompetent. In making any distribution to or for the benefit of any minor or incompetent person, the Plan Administrator, in its sole, absolute and uncontrolled discretion, may, but need not, direct such distribution to a legal or natural guardian or other relative of such minor or court appointed committee of such incompetent, or to any adult with whom such minor or incompetent temporarily or permanently resides, and any such guardian, committee, relative or other person shall have full authority and discretion to expend such distribution for the use and benefit of such minor or incompetent. The receipt of such guardian, committee, relative or other person shall be a complete discharge to the Sponsor and Electing Employer without any responsibility on its part or on the part of the Plan Administrator to see to the application thereof.

Section 7.06. Claims for Benefits.

(a) Any participant may file a claim for benefits. If the claim is denied, the claimant shall be provided written notice within 90 days with:

(i) Specific reasons for the denial;

(ii) Specific references to the Supplemental Plan provisions on which the denial is based;

(iii) A description of any additional information needed and why it is needed; and

(iv) An explanation of (1) the procedures and time limits for an appeal, (2) the right to obtain information about the procedures, and (3) the right to sue in federal court.

(b) If there are special circumstances delaying the determination of the claim, the claimant may be notified within the 90-day period explaining the special circumstances and stating that an answer will be provided within 90 more days.

(c) Any claimant for a benefit (or, as applicable, his or her estate or other representative or beneficiary) may, within sixty (60) days after receipt of a letter of denial, appeal to the Benefits Administration Committee, by writing to the Head of Human Resources of the Sponsor and may request a review of the denial of the benefit, with opportunity to submit his or her position in writing. Appeals not timely filed shall be barred. The claimant is entitled to:

(i) receive, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to his or her claim;

(ii) submit written comments, documents, records and other information relating to the claim, which will be considered without regard to whether such information was submitted or considered in the initial determination.

(d) The Benefits Administration Committee shall render a written decision promptly, and such decision shall not ordinarily be made later than 60 days after the receipt of the Appeal. However, if special circumstances exist (such as the need to hold a hearing) such decision shall be rendered as soon as possible, but not later than 120 days after receipt of the Appeal.

(e) The Benefits Administration Committee will render a written decision, written in a manner calculated to be understood by the claimant, and mail the written decision to the claimant at the claimant's last address known to the Sponsor, specifying by reference to the Supplemental Plan the reasons for denial of such part or all of the claimed benefit as it denies upon review. Such letter shall state that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of all documents, records and other information relevant to the claim; describe the Supplemental Plan's voluntary appeal procedures, if any; and notify the claimant of his or her right to bring an action under Section 502(a) of ERISA.

(f) Any claim that could be brought under this Section 7.06 must be submitted as a claim hereunder and must be submitted within two years of (1) the date on which the payment of benefits under the Plan was made, or (2) the date on which the action complained or grieved of occurred. No action at law or equity may be brought without submission of a claim in accordance with the provisions of this Section 7.06, including the provision for Appeal. No action at law or equity to recover benefits under the Plan or otherwise subject to this Section 7.06 shall be commenced later than one year from the date a decision on Appeal is furnished to the claimant. Any such action at law or equity must be filed in the United States District Court for the Northern District of Alabama.

Section 7.07. Modification. If any provision of the Supplemental Plan shall be held illegal or invalid for any reason or in any particular circumstance or instance, such illegality or invalidity shall not affect its remaining parts in such circumstance or instance nor the enforceability of such provision in any other circumstance or instance, and the Supplemental Plan shall be construed and enforced as if such illegal and invalid provision had never been inserted herein for application to the particular circumstance or instance.

Section 7.08. Section 409A of the Code. Notwithstanding any other provisions of the Supplemental Plan to the contrary and to the extent applicable, it is intended that the Supplemental Plan comply with the requirements of Section 409A, and the Supplemental Plan shall be interpreted, construed and administered in accordance with this intent. The Sponsor and the Electing Employers shall have no liability to any Participant, beneficiary or otherwise if the Supplemental Plan or any amounts paid or payable hereunder are subject to the additional tax and penalties under Section 409A of the Code.

If and to the extent that any amount payable to the Participant pursuant to the Supplemental Plan is determined by the Sponsor to constitute "non-qualified deferred compensation" subject to Section 409A of the Code and is payable to the Participant by reason of the Participant's termination of employment, then (a) such payment shall be made to the Participant only upon a "separation from service" as defined for purposes of Section 409A under applicable regulations and (b) if the Participant is a "specified employee" (within the meaning of Section 409A as determined by the Sponsor), such payment shall not be made before the date that is six months after the date of the Participant's separation from service (or, if earlier than the expiration of such six month period, the date of death); provided, however, that any benefit that otherwise would have been payable to the Participant during such six-month period shall be paid to the Participant in a lump sum on the first payroll of the seventh month following separation from service.

Section 7.09. TARP Requirements and Applicable Law. The provisions of this Supplemental Plan are subject to and shall be interpreted to be consistent with the TARP Requirements, which terms control over the terms of this Supplemental Plan in the event of any conflict between the TARP Requirements and

this Supplemental Plan. Notwithstanding anything in this Supplemental Plan to the contrary, in no event shall any benefits or payments under this Supplemental Plan be settled, paid or accrued, if any such settlement, payment or accrual would be in violation of the TARP Requirements or any other Applicable Law.

**APPENDIX A**  
**ACTUARIAL EQUIVALENT**

In accordance with IRS Code Section 417(e), for forms of payment other than a lump sum, the Actuarial Equivalent is calculated using the “applicable mortality table” and the “applicable interest rate.” The “applicable mortality table” is the 1994 Group Annuity Mortality Table, unloaded, projected to 2002 and blended 50/50 for males and females. The “applicable interest rate” is the rate of interest on 30-year Treasury securities as specified by the Commissioner determined as of the fourth calendar month preceding the first day of the Plan Year during which the annuity starting date for distribution occurs.

For lump sum payments, the Actuarial Equivalent is calculated using the mortality table mandated by the Pension Protection Act of 2006 (PPA) for lump sums in qualified retirement plans and the “applicable interest rate” above.

**APPENDIX B**  
**ENHANCED EARLY RETIREMENT FACTORS**

For applicable ages between the ages shown on the table below, interpolate between the factors for the nearest whole month.

		Table 1	Table 2
65		1.0000	1.0000
64		1.0000	1.0000
63		1.0000	1.0000
62		1.0000	1.0000
61		1.0000	0.9425
60		1.0000	0.885
59		0.9435	0.835
58		0.8870	0.785
57		0.8305	0.735
56		0.7740	0.685
55 and 6 months	6 months	0.7458	0.66
55 and 5 months	5 months	0.7401	0.655
55 and 4 months	4 months	0.7345	0.65
55 and 3 months	3 months	0.7299	0.646
55 and 2 months	2 months	0.7243	0.641
55 and 1 month	1 month	0.7186	0.636
55		0.7141	0.632
54		0.6519	0.5769
53		0.5956	0.5271
52		0.5447	0.4821
51		0.4986	0.4413
50		0.4567	0.4042
49		0.4188	0.3706
48		0.3842	0.34
47		0.3527	0.3121
46		0.3240	0.2867
45		0.2977	0.2635
44		0.2738	0.2423
43		0.2519	0.2229
42		0.2318	0.2051
41		0.2133	0.1888
40		0.1965	0.1739
39		0.1811	0.1603

38	0.1669	0.1477
37	0.1539	0.1362
36	0.1419	0.1256
35	0.1308	0.1158
34	0.1208	0.1069
33	0.1114	0.0986
32	0.1029	0.0911
31	0.0950	0.0841
30	0.0877	0.0776
29	0.0810	0.0717
28	0.0748	0.0662
27	0.0692	0.0612
26	0.0638	0.0565
25	0.0590	0.0522
24	0.0546	0.0483
23	0.0504	0.0446
22	0.0466	0.0412
21	0.0431	0.0381

## REGIONS FINANCIAL CORPORATION USE OF CORPORATE AIRCRAFT POLICY

### **OBJECTIVE**

Regions Financial Corporation (“Regions”) has designed this Use of Corporate Aircraft Policy (this “Policy”) to set forth the criteria and procedures applicable to the use of all aircraft operated by Regions and/or its subsidiaries or affiliates (collectively, the “Company”). This Policy is intended to comply with Company objectives and applicable laws, rules, and regulations and shall be amended from time to time as necessary or appropriate to ensure continued compliance with such laws, rules, and regulations as in effect at such time. In addition, the following key points are addressed in this Policy:

1. Who has access to the aircraft?
2. For what purposes may the aircraft be used?
3. In which circumstances are use of the aircraft to be paid for by the passenger?
4. What are the tax and disclosure implications of aircraft use?

### **SCOPE**

This Policy is applicable to use of all aircraft operated by the Company (“Corporate Aircraft”).

### **PURPOSE OF CORPORATE AIRCRAFT**

The Company operates Corporate Aircraft to provide business and approved non-business air transportation services for Company executives, associates and Directors, and their guests, and to transport Company property. The Company shall not offer common carriage or transportation for hire and shall seek reimbursement for transportation only as described in this Policy.

Use of Corporate Aircraft maximizes productivity and availability of key personnel by permitting them to travel more efficiently, and thereby allowing them to focus their time and energy on achieving Company objectives. Use of Corporate Aircraft also ensures added measures of security for passengers by reducing the risk of potential or actual known or unknown threats to high profile personnel.

### **DEFINITIONS**

This Policy will reference different types of usage of the aircraft, which are defined as follows:

**Business Travel** means travel primarily within the scope of the business of the Company.

- Examples of Business Travel include, but are not limited to, travel to attend meetings with Company customers, travel to attend Company, Board or Board Committee meetings, and other travel that generally furthers the business purposes of the Company. The mere fact that a passenger also accomplishes a personal goal or receives a personal benefit shall not preclude the travel from being deemed Business Travel, provided the accomplishment of the personal goal or receipt of a personal benefit is incidental to the overall business-related purpose of the trip.
- If questions arise over the characterization of a flight as Business Travel or Personal Travel, the Chief Executive Officer (“CEO”) of the Company or his or her designee shall determine the appropriate characterization, unless the passenger is the CEO, in which case the determination shall be made by the Compensation and Human Resources Committee of the Board of Directors of the Company, or the full Board of Directors of the Company.

**Personal Travel** means travel that is not primarily within the scope of the business of the Company.

- Examples of Personal Travel include, but are not limited to, travel for vacation, travel to attend a family function (such as a funeral, birth, or other occasion), and travel to receive medical treatment (other than medical services required by the Company).
- Personal Travel includes trips in which a business objective is achieved if that business objective is merely incidental to the overall personal purpose of the trip.

- A trip may include both Personal Travel and Business Travel. For example, travel from Point A to Point C with a stop in Point B may be both Personal Travel and Business Travel if the trip from Point A to Point C is purely for business purposes, but the stop in Point B is for personal purposes. However, if a stop between Point A and Point C is necessary (such as for refueling) and Point B creates no additional expense to the Company over the least expensive location for a stop, then the stop at Point B shall be considered incidental to the business purpose of the trip, notwithstanding any personal benefit that the passenger may receive by stopping at Point B.

Incremental Cost means the actual cost to the Company of a passenger's travel over the cost the Company would have incurred absent that passenger's travel.

- For example, if an associate traveling on Business Travel takes along a spouse or other personal guest, any additional costs specifically attributable to the travel of the spouse or guest are Incremental Costs.
- The Incremental Cost of a trip includes only the costs applicable to the trip, not the cost of owning and maintaining the aircraft.

Deadhead Flights are flights the Corporate Aircraft makes without passengers that are directly related to Business Travel or Personal Travel. Deadhead Flights will be deemed to have the same character as the Business Travel or Personal Travel they facilitate. For example, if an associate travels on business, the flight of Corporate Aircraft to pick him up before his Business Travel would be deemed Business Travel, as would the return of the aircraft after dropping him off at the end of his travel.

Reimbursable Amount means the specific items listed in 14 C.F.R. §91.501(d) which may be paid by a Permitted Person to the Company if the Permitted Person has entered into a time sharing arrangement with the Company. These items include the costs of the following:

1. Fuel, oil, lubricants, and other additives.
2. Travel expenses of the crew, including food, lodging, and ground transportation.
3. Hangar and tie-down costs away from the aircraft's base of operation.
4. Insurance obtained for the specific flight.
5. Landing fees, airport taxes, and similar assessments.
6. Customs, foreign permit, and similar fees directly related to the flight.
7. In-flight food and beverages.
8. Passenger ground transportation.
9. Flight planning and weather contract services.
10. An additional charge of up to 100% of the cost of fuel, oil, lubricants, and other additives.

#### **ACCESS TO AIRCRAFT**

The following "Permitted Persons" shall have access to the aircraft, in the following order of priority:

1. The Chairman of the Board of Directors of Regions (the "Board")
2. The CEO
3. Board Members to facilitate their efficient attendance at Board and Board Committee meetings.
4. CEO Direct Reports.
5. Executive Leadership Team members.
6. Other members of senior management, as approved by the CEO or his or her designee.
7. In appropriate circumstances, associates with a business-related purpose, all as approved by the CEO or his or her designee, provided however that the CEO or his or her designee shall, on a case by case basis, determine whether such individual may be in a higher priority category.
8. In appropriate circumstances, contractors, consultants, customers, potential customers, and other individuals who have a business relationship with the Company, all as approved by the CEO or his or her designee, provided however that the CEO or his or her designee shall, on a case by case basis, determine whether such individual may be in a higher priority category.

Permitted Persons shall be permitted to bring spouses and other personal guests on otherwise-approved Business Travel and Personal Travel, provided the Permitted Person accompanies the guest on the flight.

Generally, spouses and guests of Permitted Persons are not permitted to fly on the Corporate Aircraft unaccompanied by the Permitted Person, with exceptions to be specified by the CEO or his or her designee, or in the case of the CEO, by the Chairman of the Board or the Lead Independent Director if the Chairman is also the CEO.

Generally, use of the Corporate Aircraft for customer business development or for civic, charitable or humanitarian reasons requires the documented approval of the CEO or his or her designee.

## **TREATMENT OF TRAVEL**

### **Business Travel**

*Policy:* Commercial travel for business purposes is encouraged except in cases where travel by Corporate Aircraft offers distinct advantages to the Company. In support of this principle, Permitted Persons shall be permitted to use Corporate Aircraft for appropriate Business Travel, subject to reasonable restrictions for scheduling and availability. Additionally, Permitted Persons are encouraged to schedule their Business Travel to coincide with the travel of other Permitted Persons so as to minimize the Incremental Cost to the Company. Where possible, Deadhead Flights are to be avoided.

#### *Tax Considerations:*

- If the travel is solely Business Travel, the Permitted Person should have no tax consequences if traveling alone or in the company of other Permitted Persons.
- If the Business Travel includes one or more personal flights, the Company shall value the personal portion using the Standard Industry Fare Level (“SIFL”) rates as periodically published by the U.S. Department of Transportation and shall include such amount in the Permitted Person’s taxable income reported to the Internal Revenue Service (“IRS”) for the year of travel, to the extent that such amount exceeds the amount paid by the Permitted Person to the Company for the trip, if any.
- If the Permitted Person is accompanied by a spouse or other guest, the spouse’s or guest’s travel shall be valued using the SIFL rates and shall be included in the Permitted Person’s taxable income for the year of travel, to the extent that such amount exceeds the amount paid by the Permitted Person to the Company for the trip, if any.

*SEC Reporting:* If the Permitted Person is a named executive officer (“NEO”) under the reporting rules of the Securities and Exchange Commission (“SEC”), the following shall apply:

- If the travel is solely Business Travel, there shall not be any amount reportable.
- If the travel includes one or more personal flights, the Company shall report the Incremental Cost of the Personal Travel as a perquisite in its annual proxy filings.
- If the Permitted Person is accompanied by a spouse or other guest, any non-de minimis Incremental Cost of the spouse’s or guest’s travel shall be treated as a perquisite in the Company’s annual proxy filings.
- The amount reported shall not include any amount paid by the Permitted Person to the Company for the trip, if any.

*Cost Allocation:* In general, the Company will pay 100% of the cost of Business Travel. However, in unusual circumstances, Business Travel may be contingent upon the Permitted Person entering into a time sharing agreement and reimbursing the Company for the reimbursable amount.

### **Personal Travel**

*Policy:* The CEO shall have use of the Corporate Aircraft for Personal Travel without reimbursement to the Company up to a maximum value of \$100,000 per year. The annual maximum value shall be determined based on calculating the full Incremental Cost for the operation of the aircraft as required under SEC rules for proxy reporting and as determined by the Company from time to time. In the event the value of any Personal Travel exceeds \$100,000 annually, the CEO shall be required to reimburse the Company for the



full Incremental Costs of such use under a time sharing agreement entered into between the individual and the Company. The \$100,000 annual maximum is subject to periodic review and adjustment by the Compensation and Human Resources Committee of the Board of Directors.

Permitted Persons other than the CEO are encouraged to use commercial aircraft for Personal Travel. However, with advance approval of the CEO or his or her designee, a Permitted Person may use the Corporate Aircraft for Personal Travel only in the following circumstances:

- Allowing the spouse or other guest of the Permitted Person to travel with the Permitted Person, where the Permitted Person is engaged in Business Travel. Except in unusual circumstances, a spouse or guest will be permitted only when the spouse or guest does not preclude Business Travel of other Permitted Persons on the same trip.
- Appending Personal Travel to Business Travel in appropriate circumstances.
- Combining Personal Travel and Business Travel where the Business Travel would be allowed if the purpose of the Personal Travel did not exist.
- The Company requests that the Permitted Person use Corporate Aircraft for security reasons or other reasons that have a business value to the Company.
- In the case of a medical or family emergency.

*Tax Considerations:*

- If the travel is solely Personal Travel, the Company shall value the Personal Travel using SIFL rates and shall include such amount in the Permitted Person's taxable income reported to the IRS for the year of travel, to the extent that such amount exceeds the amount paid by the Permitted Person to the Company for the trip, if any. In valuing the Personal Travel, any legs of travel that qualify as Business Travel will be disregarded.
- If the Permitted Person is accompanied by a spouse or other guest, the spouse's or guest's travel shall be valued using the SIFL rates and shall be included in the Permitted Person's taxable income reported to the IRS for the year of travel, to the extent that such amount exceeds the amount paid by the Permitted Person to the Company for the trip, if any.

*SEC Reporting:* If the Permitted Person is an NEO under the reporting rules of the SEC, the following shall apply:

- The Company shall report the Incremental Cost of the Personal Travel as a perquisite in its annual proxy filings.
- If the Permitted Person is accompanied by a spouse or other guest, the non-de minimis Incremental Cost of the spouse's or guest's travel shall be treated as a perquisite to the NEO in the Company's annual proxy filings.
- The amount reported shall not include any amount paid by the Permitted Person to the Company for the trip, if any.

*Cost Allocation:* If the Permitted Person has entered into a time sharing agreement, the Company will seek reimbursement for Personal Travel as provided for in the agreement up to the maximum reimbursable amount where permissible, provided however that under appropriate circumstances, the Company may waive reimbursement subject to appropriate SEC and tax reporting.

**NO GROSS-UPS; TAX TREATMENT**

Use of the Corporate Aircraft is provided as a convenience to Permitted Persons and their guests. As such, the Company makes no promises or guarantees as to the tax treatment of any travel. Therefore, Permitted Persons and their guests shall be solely responsible for the tax consequences of their Personal Travel. The Company shall not provide any NEO or Director with any type of gross-up or other tax protection related to use of the Corporate Aircraft. In the event the IRS re-characterizes a flight as Personal Travel or otherwise determines that the taxable amount exceeds the amount reported by the Company, the Permitted Person or guest shall be solely responsible for any additional tax or penalties.

### **SEATING CAPACITY RULE**

Permitted Persons are encouraged to coordinate their travel to coincide with the Business Travel of other Permitted Persons. As such, the Company will make available to Permitted Persons the “seating capacity rule” described in the U.S. Treasury regulations. Pursuant to this rule, if at least 50% of the aircraft’s seating capacity is used for Business Travel, the Personal Travel of a Permitted Person on the same flight may be valued at \$0. As required by the U.S. Treasury regulations, this Policy applies only to Permitted Persons who are *associates* (not including non-employee Directors) of the Company and to their spouses and dependent children.

### **SCHEDULING**

The CEO or his or her designee shall establish a procedure for scheduling the use of Corporate Aircraft. The CEO may designate one or more associates of the Company as an Aviation Department to whom all such scheduling requests may be directed.

### **OTHER CONSIDERATIONS**

All usage of Corporate Aircraft must be in accordance with all applicable laws, rules and regulations. Situations not specifically discussed in this Policy should be addressed in accordance with the intent and spirit of this Policy. Any questions should be directed to the Chief Human Resources Officer or his or her designee. Additionally,

- Flights should be scheduled, where possible, to make the most efficient and cost effective use of Corporate Aircraft, taking into account other Permitted Persons who may use the aircraft for Business Travel.
- Short flight segments of less than 115 land miles will not be permitted unless such segment is a business-related stop on a longer trip that constitutes Business Travel.
- Permitted Persons should be considerate of the wait time of pilots and flight crew in scheduling their flights, particularly regarding overnight stays. Generally, overnight stays are to be avoided, and the Company may seek reimbursement of the costs of overnight stays even in the event of Business Travel if the CEO deems that an overnight stay could reasonably have been avoided.

**REGIONS FINANCIAL CORPORATION  
SUBSIDIARIES AT DECEMBER 31, 2019**

1. 2050 Holdings, LLC (2)
  2. A-F Leasing, Ltd. (2)
  3. BlackArch Partners LLC (7)
  4. BlackArch Securities LLC (7)
  5. First Sterling Associates No. 8 LLC (8)
  6. First Sterling Associates No. 9 LLC (4)
  7. First Sterling Associates No. 10 LLC (4)
  8. First Sterling Associates No. 11 LLC (4)
  9. First Sterling Associates No. 12 LLC (8)
  10. First Sterling Associates No. 14 LLC (8)
  11. First Sterling Associates No. 15 LLC (8)
  12. First Sterling Associates No. 16 LLC (8)
  13. First Sterling Associates No. 17 LLC (8)
  14. First Sterling Associates No. 18 LLC (8)
  15. First Sterling Associates No. 19 LLC (8)
  16. First Sterling Associates No. 52 LLC (8)
  17. First Sterling Associates No. 53 LLC (8)
  18. First Sterling Associates No. 54 LLC (8)
  19. First Sterling Associates No. 55 LLC (8)
  20. First Sterling Partners LLC (8)
  21. First Sterling Partners No. 4 LLC (8)
  22. First Sterling Partners No. 5 LLC (8)
  23. First Sterling Partners No. 6 LLC (8)
  24. First Sterling Partners No. 7 LLC (4)
  25. FMLS, Inc. (6)
  26. FS Monroe LLC (8)
  27. Highland Associates, Inc. (2)
  28. LMIW Acquisition Management, LLC (5)
  29. LMIW I, LLC (5)
  30. LMIW IV, LLC (5)
  31. LMIW VII, LLC (2)
  32. LMIW IX, LLC (4)
  33. Monroe Court Associates LLC (8)
  34. Orion Summit Services LLC (8)
  35. RAH Associates No. 67 LLC (10)
  36. RB Affordable Housing, Inc. (2)
  37. RB SLP General Partner, LLC (2)
  38. Regions Affordable Housing LLC (4)
  39. Regions Bank (1)
  40. Regions Business Capital Corporation (4)
  41. Regions Capital Advantage, Inc. (6)
  42. Regions Commercial Equipment Finance, LLC (2)
  43. Regions Equipment Finance Corporation (2)
  44. Regions Equipment Finance, Ltd. (2)
  45. Regions Investment Management, Inc. (6)
  46. Regions Investment Services, Inc. (2)
  47. Regions Securities LLC (4)
  48. RFC Financial Services Holding LLC (4)
-

- 49. Sterling Affordable Housing LLC (4)
- 50. Sterling Corporate Services LLC (8)

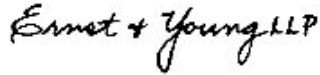
- (1) Affiliate state bank chartered under the banking laws of Alabama.
- (2) Incorporated/Organized under the laws of Alabama.
- (3) Incorporated under the laws of Arkansas.
- (4) Incorporated/Organized under the laws of Delaware.
- (5) Incorporated/Organized under the laws of Florida.
- (6) Incorporated under the laws of Tennessee.
- (7) Organized under the laws of North Carolina.
- (8) Organized under the laws of New York.
- (9) Organized under the laws of Massachusetts.
- (10) Organized under the laws of Mississippi.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements and the related Prospectuses of Regions Financial Corporation:

Form S-8 No. 333-117272 pertaining to the stock options and other equity interests issuable under various employee benefit plans  
Form S-8 No. 333-161603 pertaining to common stock and other equity interests issuable under various employee benefit plans  
Form S-8 No. 333-203597 pertaining to common stock and other equity interests issuable under the Regions Financial Corporation 2015 Long Term Incentive Plan  
Form S-8 No. 333-216230 pertaining to common stock issuable under the Regions Financial Corporation 401(k) Plan  
Form S-3 ASR No. 333-229810 pertaining to the registration of debt and equity securities

of our reports dated February 21, 2020, with respect to the consolidated financial statements of Regions Financial Corporation and subsidiaries, and the effectiveness of internal control over financial reporting of Regions Financial Corporation and subsidiaries, included in this Annual Report (Form 10-K) for the year ended December 31, 2019.

The image shows a handwritten signature in black ink that reads "Ernst & Young LLP". The signature is written in a cursive, flowing style.

Birmingham, Alabama

February 21, 2020

## POWER OF ATTORNEY

**KNOWN BY ALL PERSONS BY THESE PRESENTS**, that the undersigned Director of Regions Financial Corporation, a Delaware corporation (the “Company”), by his or her execution hereof or upon an identical counterpart hereof, does hereby constitute and appoint Fournier J. Gale, III and/or Hope D. Mehlman and either of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for the undersigned and in the undersigned’s name, place, and stead, in any and all capacities, to sign the Company’s Annual Report on Form 10-K for the year ended December 31, 2019 (the “2019 Annual Report”) to be filed with the Securities and Exchange Commission (the “Commission”), including any and all amendments or supplements to the 2019 Annual Report, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Commission pursuant to the Securities Exchange Act of 1934, as amended, and hereby grants unto each of said attorneys-in-fact and agents, and either of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, and the undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents, or either of them, or their substitutions, shall do or cause to be done by virtue hereof.

This power of attorney will be governed by and construed in accordance with the laws of the State of Delaware. The execution of this power of attorney is not intended to, and does not, revoke any prior powers of attorney.

**IN WITNESS WHEREOF**, each of the undersigned has hereunto set his or her hand as of this 6th day of February, 2020.

/s/ Carolyn H. Byrd  
Carolyn H. Byrd

/s/ Don DeFosset  
Don DeFosset

/s/ Samuel A. Di Piazza, Jr.  
Samuel A. Di Piazza, Jr.

/s/ Eric C. Fast  
Eric C. Fast

/s/ Zhanna Golodryga  
Zhanna Golodryga

/s/ John D. Johns  
John D. Johns

/s/ Ruth Ann Marshall  
Ruth Ann Marshall

/s/ Charles D. McCrary  
Charles D. McCrary

/s/ James T. Prokopanko  
James T. Prokopanko

/s/ Lee J. Stysliger III  
Lee J. Stysliger III

/s/ José S. Suquet  
José S. Suquet

/s/ Timothy Vines  
Timothy Vines

## CERTIFICATIONS

I, John M. Turner, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Regions Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2020

/s/ JOHN M. TURNER, JR.

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**John M. Turner, Jr.**  
**President and Chief Executive Officer**

## CERTIFICATIONS

I, David J. Turner, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Regions Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2020

/s/ DAVID J. TURNER, JR.

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**David J. Turner, Jr.**  
**Senior Executive Vice President and**  
**Chief Financial Officer**



CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Regions Financial Corporation (the "Company") on Form 10-K for the year ended December 31, 2019 (the "Report"), I, John M. Turner, Jr., Chief Executive Officer of the Company, and David J. Turner, Jr., Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JOHN M. TURNER, JR.

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**John M. Turner, Jr.**  
**President and Chief Executive Officer**

/s/ DAVID J. TURNER, JR.

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**David J. Turner, Jr.**  
**Chief Financial Officer**

Date: February 21, 2020

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to Regions Financial Corporation and will be retained by Regions Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.