

**REGIONS FINANCIAL CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Purpose

The Nominating and Corporate Governance Committee is appointed by the Board of Directors (the “Board”) of Regions Financial Corporation (the “Company”) to: (a) identify individuals qualified to become Board members and to recommend to the Board director nominees for the next annual meeting of shareholders; (b) assist the Board in establishing and maintaining effective corporate governance policies and practices, including developing and recommending to the Board a set of corporate governance principles applicable to the Company; and (c) perform such other duties and responsibilities enumerated in and consistent with this Charter.

Membership

1. The Committee shall consist of a minimum of three (3) members of the Board. Each Committee member shall satisfy the independence requirements of the New York Stock Exchange and other applicable laws, rules and regulations governing independence, as determined by the Board of Directors in its business judgment.
2. Members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board.
3. The Board shall designate a Chairperson for the Committee. In the absence of the Chairperson at any meeting of the Committee, the members of the Committee may designate a Chairperson by majority vote.

Authority, Duties and Responsibilities

In furtherance of its purposes set forth above, the Committee will have the following authority, duties, and responsibilities:

1. Identify and consider individuals believed to be qualified to become Board members for recommendation to the Board. In recommending candidates to the Board, the Committee shall consider and assess candidates consistent with criteria set forth in the corporate governance principles approved by the Board upon recommendation of the Committee. The Committee shall consider all pertinent issues and factors bearing on the qualifications of candidates in light of such criteria.
2. Recommend to the Board the director nominees for the next annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy (and, if applicable, the class of directors in which the individual should serve). The Committee will consider recommendations by the Company stockholders of qualified director candidates for possible nomination by the Board
3. Recommend the appropriateness of the size of the Board relative to its various responsibilities.

4. Assist the Board in its annual evaluation of the independence of the Company's directors in accordance with applicable legal and regulatory requirements.
5. Recommend to the Board the number, identity and responsibilities of Board committees and the Chairperson and members of each committee. This shall include advising the Board on (i) committee appointments and removals from committees or the Board, (ii) rotation of committee members and chairpersons, and (iii) committee structure and operation. The Committee shall take into consideration applicable exchange listing and regulatory criteria as well as such other factors as the Committee deems appropriate.
6. Monitor the service of the Company's directors on boards and board committees of other companies and consult with affected directors to assess the potential impact of multiple positions on the ability to devote sufficient time and attention to the duties as a director of the Company, and recommend to the Board approval or disapproval of an Audit Committee member serving on a total of more than three audit committees.
7. Monitor the orientation and continuing education programs for directors.
8. Oversee on a periodic basis an evaluation the effectiveness of the Board (and its committees) and management of the Company in satisfying their obligation to represent the long-term interest of stockholders.
9. Review and assess the adequacy of the Company's corporate governance principles and, if appropriate, recommend changes to the corporate governance principles to the Board.
10. Review and assess the adequacy of the Company's Code of Business Conduct and Ethics.
11. Review and oversee the management succession program and coordinate with the Compensation Committee as it relates to compensation matters.
12. Review proposed changes to the Company's charter or bylaws, and Board committee charters, and make recommendations to the Board.
13. Review governance-related stockholder proposals and recommend any Board response.
14. Review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board of Directors for approval.
15. Perform an annual performance evaluation of the Committee and report the results to the Board.
16. Make regular periodic reports to the Board of Directors summarizing the matters reviewed and actions taken at each Committee meeting.
17. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, and governing law as the Committee or the Board deems appropriate.

To these ends, the Committee shall have and may exercise all the powers and authority of the Board to the extent permitted under Section 141(c)(2) of the Delaware General Corporation Law.

Committee Meetings, Structure and Operations

1. The Committee shall meet as frequently as the Committee deems necessary.
2. The Committee may form and delegate to one or more subcommittees all or a portion of the Committee's authority, duties and responsibilities. The Committee also may establish such rules as it determines necessary or appropriate for its business.
3. The Committee shall have direct access to, and complete and open communication with, management and may obtain advice and assistance from internal legal, accounting or other advisors to assist it. In the course of performing its duties and responsibilities, the Committee also is authorized to select, retain, terminate, and approve the fees and other retention terms of independent legal, accounting or other advisors (including, without limitation, search firms) as it deems appropriate, without seeking approval of management or the Board. The Company shall be responsible for all costs or expenses so incurred.