

REGIONS[®]
GET TO KNOW OUR PLACE

2014 ANNUAL REVIEW

CHAIRMAN'S LETTER



GRAYSON HALL
Chairman, President and
Chief Executive Officer

To our shareholders, associates, customers and communities:

Today, Regions serves over four million consumer households in 16 states in the Southeast, Midwest and Texas – this area not only represents a great place to do business, but also importantly provides compelling growth opportunities. In addition to the population of many of our markets increasing at rates well above the national average, these markets are seeing expansion in industries like healthcare, auto manufacturing and aerospace. There is also access to overseas markets, as global trade is thriving from South Florida to Texas as well as robust investment in manufacturing, with an industrial renaissance underway across the southern Gulf Coast, creating stronger local economies and prompting job creation.

We believe that these are great markets, many of which have historically delivered much higher rates of economic growth than other parts of the nation. And, we remain confident that over time this creates tremendous opportunity for Regions to continue to grow.

As attractive as these market characteristics are, however, even more important is that Regions' associates serve the consumers and businesses in these communities very well. Our cornerstone belief is that banking is about relationships. This focus has helped us build a leading franchise in the markets where we operate, and today we are working to further strengthen our competitive position by expanding existing customer relationships, establishing new ones and continuing to put customer needs at the center of our decision making. That effort, in turn, creates greater value for the organization and for those we serve.

Creating Value for All Stakeholders

Shared value is at the core of our culture and the foundation for how we conduct business every day. This concept is built on the knowledge that Regions prospers when – and only when – we create value for all our stakeholders: customers, associates, communities and shareholders. It is a sustainable business model that reinforces value for all of those stakeholders. It determines what products we offer, how we sell into customer needs and how we provide financial advice. Most importantly, it builds long-term sustainable value and a stronger corporate culture.

Progress on Many Fronts

In 2014, our shared value model delivered a year of steady progress, with a continued focus on the fundamentals of banking and meeting customer needs through service and innovation. Growth in loans, deposits and customers helped increase net income available to common shareholders to \$1.1 billion. Diluted earnings per common share were \$0.80, an increase of 4% from the previous year. Notably, we achieved these results despite the headwinds of a challenging operating environment. Regions' needs-based relationship banking approach, through our Regions360™ initiative, is resonating with our team and our customers. We grew the number of quality households, as well as the number of checking, savings, credit card and wealth management accounts during the year. This contributed to an increase in loan and deposit balances of 4% and 2%, respectively, year over year. Importantly, loan growth in 2014 was broad-based, with increases achieved in both the business and consumer loan portfolios.

Business lending constitutes more than 62% of our total loan portfolio. We finished the year on a positive note, with more than \$48 billion in business loan balances outstanding, an increase of 5% from the previous year. Growth in commercial and industrial lending was driven by strong performance in our specialized lending groups, asset-based lending, as well as our local market banking teams. Our bankers do a great job of understanding business customers' specialized needs and the unique characteristics of each industry, as well as developing solutions that support our customers' business goals.

Our consumer loan portfolio also performed well and achieved a 2% increase over the previous year. This growth was led by our indirect auto lending and credit card portfolios, which grew 18% and 6%, respectively. We continue to meet more customer needs through a variety of product offerings.

In 2014, we also extended our record of prudently managing expenses. This was the fourth consecutive year in which we reduced full-year adjusted expenses while continuing to invest in the talent and technology necessary to build on our momentum.

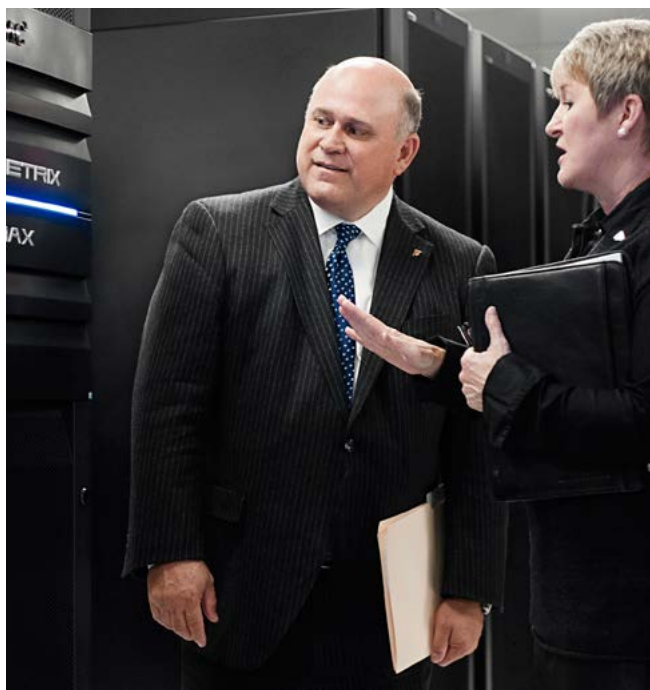
Asset quality is an essential measure of the health of a financial institution, and in 2014, our prudent risk discipline practices again led to improvement across our credit metrics. For example, non-accrual loans as a percentage of total loans fell by 38 basis points to only 1.07%. Also, citing our improved risk profile, four major credit rating agencies took positive rating actions on Regions during the course of the year.

We are also focused on effectively deploying our capital at Regions. With industry-leading capital levels, we can support higher payouts to shareholders, strong organic growth and still explore strategic opportunities. In fact, during 2014 we returned approximately \$500 million to shareholders through common share repurchases and quarterly dividends. Increasing returns to our owners will continue to remain an important priority.

Banking on Our Customers' Terms

Regions' customers choose to interact with us in a variety of digital and automated ways. Customers can use our remote deposit capture to deposit a paycheck through Regions' mobile app, or transfer funds to a child at college through online banking, or visit an ATM to cash a check on a weekend. All of these channels are highly relevant to today's consumer. The vast majority of our customers use multiple channels on a monthly basis, and enabling that choice and convenience is a primary goal of our channel strategy. Adoption of mobile and online solutions has grown rapidly, and we expect the digital channel to continue to expand at a faster rate. This rising demand supports our continued robust investment in digital solutions to ensure that we are meeting customer expectations and needs.

Even as technologies evolve and the multi-channel environment expands, we see banking fundamentally as a people business. For that reason, the brick-and-mortar branch remains highly relevant. Our 1,666 physical points of presence – and the associates who staff them – represent a distinct competitive advantage. In fact, today the number one consideration for most customers when choosing a bank is its physical location. As such, approximately 60% of our four million consumer households have visited a branch in the last 30 days and 80% of our new account sales occur in the branch.



Pictured left to right: Grayson H., Cindy R.

Net Income*

2012	\$991
2013	\$1,090
2014	\$1,103

1 1% Increase
(\$ in millions)

* Net Income Available to Common Shareholders

Ending Loans

2012	\$73,995
2013	\$74,609
2014	\$77,307

4% Increase
(\$ in millions)

Tier 1 Common Ratio^{1,2}

2012	10.8%
2013	11.2%
2014	11.7%

90bps Increase

¹ See Table 2 in Form 10-K for GAAP to non-GAAP reconciliations.
² Current year capital ratios are estimated.

Lower Total Funding Costs

2012	0.58%
2013	0.38%
2014	0.31%

27 bps Improvement

Lower Adjusted Non-Interest Expense*

2012	\$3,471
2013	\$3,432
2014	\$3,358

3% Decrease
(\$ in millions)

* See Table 2 in Form 10-K for GAAP to non-GAAP reconciliations.

While the branch remains vital, its role is steadily evolving. We see the branch channel transitioning from its current function as a vehicle to conduct transactions to that of a facilitator of customer service, community engagement, financial education and advice and guidance, all while offering financial products that customers want to acquire at a branch office. Today we are experimenting with different formats, different staffing models and different types of technology to make our branches more efficient. As we do so, we carefully evaluate customer response to ensure we are aligned with the needs and expectations of customers in each individual market.

We are also taking steps to rationalize our branch network. This means consolidating branches where warranted, as well as adding new ones in target markets such as St. Louis, Atlanta, Houston and New Orleans.

Driving Further Progress: A Strong Team with a Strong Culture

We look ahead to 2015 with confidence in our ability to sustain our steady progress and create increased value for all our stakeholders. We are well-positioned in a number of ways. First, from a domestic economy perspective, we expect the overall recovery to continue at a reasonable pace. And, as noted previously, the markets in our service area offer the opportunity to recover and grow at rates above the national average. We will continue to increase our resource and capital investments in markets with particularly attractive growth profiles.

We anticipate that the current low interest rate environment is likely to persist for most of 2015. With that in mind, we are mitigating the risk of a modest growth, low rate environment by focusing on the diversification of our revenues and with very rigorous expense management activities. We enter 2015 with confidence that we have solid business plans and a team committed to executing those plans.

In particular, we see a terrific opportunity to provide additional products that customers need and value. Many customers today have financial services needs that we have not yet met. We want to broaden and deepen those relationships, and we have the tools and strategies in place to be successful in that effort.

The health of the communities we serve, both their economic and social well-being, is also vital to our continued success. For Regions to prosper, we must be thoughtful in our work to create value for communities. We are committed to continuing to build community success through business and philanthropic investments and engagement initiatives that address important needs like financial literacy and investor education, and through the time and leadership talents of thousands of Regions associates who support philanthropic endeavors in their hometowns.

We are committed to sustaining growth and creating value, and we believe we can achieve these goals by leveraging the passion for service among our more than 23,000 Regions associates. Our continued success in delivering for customers rests with each of them. New initiatives are underway to maximize their contributions by refining and strengthening our organizational culture so that it is more open and transparent, values every opinion and every perspective and encourages and enables even higher performance. We believe we are building the best team in the industry to lead the way to deliver on our plans.

I am grateful to our associates, our Board of Directors, our customers and shareholders, for their continuing support and confidence.

Sincerely,



Grayson Hall

Chairman, President and Chief Executive Officer



OPPORTUNITIES, PRIORITIES AND THE ROLE OF CULTURE

A Conversation with Grayson Hall

Q: More providers and more products seem to appear in the financial services marketplace every day. How is Regions responding to this new competitive landscape?

A: It's quite true; we operate in an environment where competition is everywhere. In addition to traditional competitors with banking offices in our market, more financial services are being delivered in a digital channel. So there are competitors from many non-traditional venues that didn't exist before. At Regions, our strategy is to be a relationship bank, focused on meeting customer needs with consistent and excellent service and delivering convenient banking across multiple channels. We still believe that banking at its core is a people business and we are still investing in our team, but also investing in technology and channels that provide customers with convenience.

We also believe the strength in our franchise is having that direct engagement with customers and communities, where they can come in and meet with bankers who can help them solve problems and provide advice and guidance to help them make better financial decisions. That full-service banking relationship is a strength that few others can match, and that's where Regions has the opportunity to excel.

Q: What is the role of technology in supporting your strategy as a relationship bank?

A: We really want to have that personal, community bank touch and feel and engagement in the communities we serve, while still delivering the products and services and technology that customers expect – so they can choose how to bank with us. I think we have uniquely positioned ourselves to provide a full-banking relationship across all convenience channels. For the most part, products and

services can be replicated very quickly. But what cannot, are your physical points of presence and the team that you assemble to serve customers. And we've brought together some very strong bankers who believe in our culture and believe in the strength of our approach to business.

Q: You have invested time and resources to better understand and define culture at Regions. What role does culture play in strengthening your performance and creating shared value?

A: There is no doubt about it, culture is critically important to our success. We are focused on developing a unique and strong culture that helps us achieve our goals and deliver exceptional service to our customers, while creating an environment where our associates are passionate about what they're doing. That passion for our mission means a commitment to create shared value for all of our stakeholders. It's about having integrity, earning trust and feeling a sense of personal accountability for results. We want to earn a decent profit in a decent way. But, we recognize that no culture stands still and this fact requires that we take a very thoughtful and strategic approach to enhancing and strengthening our culture every day. It should drive our every decision and every interaction with our customers.

With every customer interaction, we have the opportunity to demonstrate our core values and our desire to understand their needs and meet those needs with the best products and services. Regions360™ resonates with our associates because it is very much aligned with those values and it puts customer needs first.

WE KNOW A PLACE...



That's expanding and growing...

where five of the top 10 MSAs are growing at rates well above the national average.



Where opportunity abounds...

to serve 2.3 million businesses — and help them grow.



That's a major player in global commerce...

and exports nearly \$800 billion in goods annually.



With thousands of firms in fast-growing industries...

that value specialized expertise in their banking relationships.



With more than 100 million consumers...

seeking flexible and innovative solutions for their financial needs.

GET TO KNOW OUR PLACE

This is Our Place — the 16 states we serve from Texas to Indiana to Florida — and its progress makes it among the most attractive places to do business in America. For Regions, the positive demographic and economic forces at work in Our Place are a source of strength. Today we're building on that strength with a growth strategy fueled by innovation, empowered by personal service and supported by a culture that puts customers and communities first.



Pictured left to right, and top to bottom: Greg M., Sophia F., Ginny F., Chris W., Cam J. and Evelyn M.

OPTIMIZING OUR NETWORK



Regions' branch network provides the foundation for face-to-face interactions where our bankers create and deepen relationships. Branches also establish a local presence and connect us with communities. They also play a central role in generating loan and deposit growth, with more than 80% of our sales occurring in a branch. Today we're doing more to optimize our network – making sure we have the right locations, footprint, staffing levels and technology to increase operational efficiency while maintaining high levels of customer satisfaction.



Flagship branches, our largest at between 8,000 and 10,000 square feet, are sited in visible, high-traffic, prime locations. Their larger staffs are focused on customer service and sales, and they offer a full line of business services and wealth management expertise.



Sized between 2,500 and 4,000 square feet, our neighborhood branches offer robust capabilities in a smaller footprint. Advanced technology plays an important role, and several employ the “universal banker” concept – where all bankers can execute a full suite of services, from simple check cashing to mortgages and business loans.



Our newest format, the micro branch, at 1,000 to 2,500 square feet, is built around the universal banker concept. These highly automated facilities feature advanced technology, including video tellers, for routine transactions, and universal bankers are on hand to perform more value-added services.



Providing ultimate convenience for customers was key when developing our unmanned concept. Located on major highways with an abundance of traffic, this model has multiple ATM and Video Teller Machines.

INNOVATION THAT DELIVERS

WEST LAFAYETTE, IN

Our innovative universal branch concept and advanced technology are delivering for customers in West Lafayette, near the campus of Purdue University.



LEARN MORE

AT WWW.YOUTUBE.COM/USER/REGIONSFINANCIAL

SPECIALIZED WEALTH CAPABILITIES

Learn how Regions foresters help landowners increase the productivity of timberland assets.



LEARN MORE

AT WWW.YOUTUBE.COM/USER/REGIONSFINANCIAL

VALUABLE EXPERTISE, SPECIALIZED SOLUTIONS



Corporate banking clients at small to mid-cap companies value working with bankers who have a deep understanding of the unique needs and requirements of their business. That client-centric focus, coupled with our geography presence and relationships, drives the success of Regions Specialized Industries. This group is a strong contributor to our overall success and is helping us achieve our growth objectives. During 2014, the Specialized Lending Group achieved year-over-year loan growth of 13%. Over the last four years, the Specialized Industries group has generated a Compound Annual Growth Rate (CAGR) in revenue of approximately 20%. Our Specialized Industries team is comprised of bankers with extensive experience — professionals who can provide insightful industry guidance on a range of customized solutions to meet our clients' strategic and financial objectives. These specialty areas include: healthcare, energy and natural resources, restaurant, technology and defense, transportation and logistics, and financial services.



HEALTHCARE

The Regions Healthcare team is a recognized leader in small and mid-cap healthcare, tax-exempt hospital finance and medical office building project finance. Our seasoned group of bankers has significant depth of experience providing healthcare companies with advice on capital structure, risk management and capital markets accessibility.



ENERGY & NATURAL RESOURCES

Regions has been a leading bank to the energy and natural resources industry for more than four decades. Today, we have more than 200 U.S.-based energy and natural resources clients – from upstream and mid-stream energy sectors to power and utility companies. Our capital markets experts and in-house petroleum engineers average over 30 years of experience and understand the nuances of the energy industry.



RESTAURANT

Bankers in the Regions Restaurant Group leverage their industry expertise on behalf of national brand franchisees, franchisors, restaurant operating companies and private equity groups with a retail and consumer focus. Our team offers a thorough understanding of market conditions and provides the guidance and solutions necessary to execute growth and strategic plans.



TECHNOLOGY & DEFENSE

Whether the client is a cybersecurity provider, an operator of data centers or a defense contractor, the Regions Technology and Defense Group has experienced industry specialists who deliver a full suite of integrated services. Our relationship-oriented approach serves a broad array of clients, from founder and venture capital-backed firms to leading publicly held companies.

TARGETING GROWTH

We're focusing our investments on select markets that possess the most attractive potential for continued growth. These dynamic metropolitan areas are characterized by significant growth in population, deposits and business activity



ATLANTA

95 MILLION

PASSENGERS; WORLD'S MOST TRAVELED AIRPORT BASED ON PASSENGER VOLUME.



HOUSTON

\$216 BILLION

TOTAL MARKET DEPOSITS FOR THE MSA.



NEW ORLEANS

40%

TOURISM ACCOUNTS FOR 40% OF NEW ORLEANS' TAX REVENUE.



ST. LOUIS

3RD

LARGEST RAILROAD HUB IN THE U.S.



DALLAS

TOP 5

RATED ONE OF AMERICA'S TOP 5 CITIES FOR WOMEN IN TECHNOLOGY.



TAMPA

#2 CITY

FOR REAL ESTATE INVESTMENT IN 2014.



INDIANAPOLIS

TOPS

RANKED BY BOTH FORBES AND LIVABILITY.COM AMONG THE BEST DOWNTOWNS IN THE US.



MIAMI

1,400

HEADQUARTERS OF LATIN AMERICAN OPERATIONS FOR 1,400 INTERNATIONAL COMPANIES.



AUSTIN

11.5%

PROJECTED POPULATION GROWTH (2014-2019).



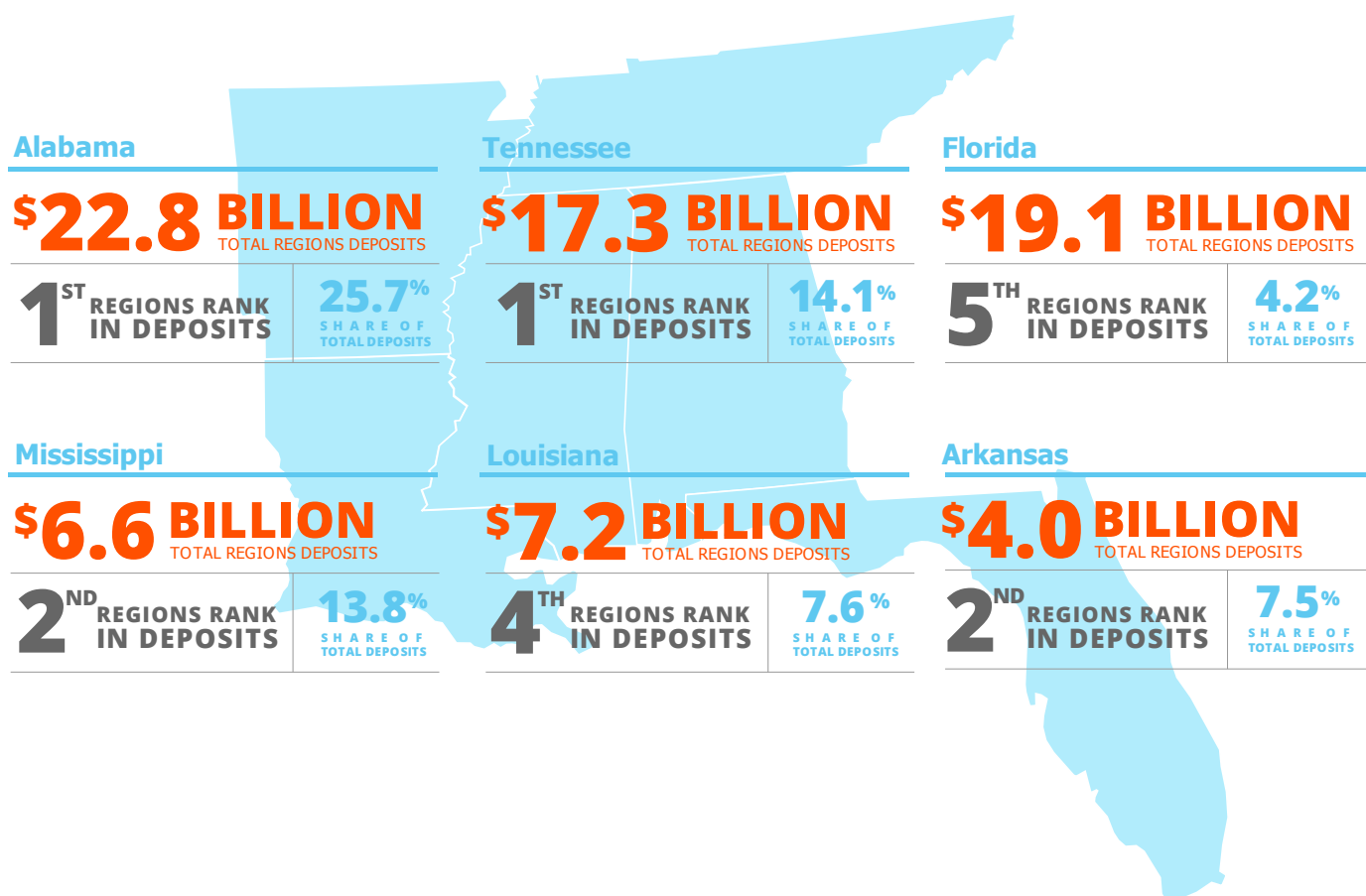
ORLANDO

\$33 BILLION

THEME PARK CAPITAL OF THE WORLD WITH 59 MILLION VISITORS SPENDING \$33 BILLION IN 2013.

STRENGTHENING CORE MARKETS

Our growth strategy is supported by a solid foundation of market share dominance and deposit growth in our core states. Regions' strong competitive position in our core markets helps provide the financial capacity to execute our growth strategies. Our ability to grow low-cost deposits while having a loan-to-deposit ratio of 82% is a considerable funding benefit as well as a fundamental competitive advantage.



Growth in Low-Cost Deposits

2012	\$82,031
2013	\$82,777
2014	\$85,605

4% Increase
(\$ in millions)

Deposit Costs

2012	0.30%
2013	0.15%
2014	0.11%

19 bps Improvement



Above: Maria R.

We're Building a High-Performance Culture That Wins for Customers and Associates

Winning organizations possess a workplace culture that unlocks the full potential of its associates, allows good ideas to flourish and fuels the successful execution of the company strategy. At Regions, we have taken steps to strengthen an already strong organization by implementing new initiatives to better understand our culture and identify the characteristics that can help our performance.

In the end, we know that an organization's culture is not that which is proclaimed by leadership – it is what is lived by associates on the front line every day. We strengthen the engagement of our associates when we create an environment of transparent communication. Our goal is to create a workplace where everyone has a voice and where every perspective is valued and considered.

360 Relationships Put Customers at the Center

At Regions we're dedicated to creating shared value for all our stakeholders, and that commitment is embodied in Regions360™ – a systematic, prescriptive approach that empowers our bankers to create deeper and broader relationships with customers. Whether it's a young family just starting out or a large business planning to expand, every customer has unique needs and can benefit from an array of Regions' products and services.

Our associates have embraced Regions360™ because of its customer-centric rather than product-centric approach. It's a strategy that works from the inside out – putting customers at the center of the decision-making process. Regions360™ begins with a detailed analysis that identifies financial needs unique to our customers, whether it involves an individual's aspirations or a business' goals. This allows us to then match those needs with solutions that are suitable and appropriate.

HIGH-PERFORMANCE CULTURE

Regions360™ is a critical component of our strategy for growth, and since inception, it has created significant value for both the bank and our customers.



"Regions is committed to providing opportunities and rewarding success. If you like the sound of that, then Regions is a great fit for you."

– Matt Spencer, Little Rock, AR



"When I learned about the company values, I knew I had to become a part of the Regions family. At Regions, we live the values and you can feel it. Everyone is passionate about making a difference for our clients and also in supporting our employees to achieve their goals and maintain balance."

– Patti Loftin, Tampa, FL



"Although we work in a fast-paced and production-driven environment, the work culture is a warm family atmosphere that is inclusive for everyone and values the employees' effort to get the job done."

–Tyrone Mobley, Birmingham, AL



Above: Brett P.

CUSTOMER-CENTERED INNOVATION

We Innovate With Customers in Mind

Our customers lead busy lives, so it's important that we never stop looking for ways to make banking with us more convenient. Letting customers bank on their terms to perform transactions how, when and where they choose – that's the philosophy that drives innovation at Regions. We'll never stop emphasizing relationship banking with a personal touch, but innovative technology is playing a bigger role in delivering convenience that's efficient both for customers and for us.

Everywhere, Anytime Convenience

Whether it's depositing a paycheck, sending money to family, paying bills or checking an account balance, Regions' Mobile Banking app puts convenience in the palm of our customers' hands. We believe in offering customers choices – and Regions' Mobile Deposit provides three availability options that allow customers to choose how soon they want access to funds, including immediate availability. Our mobile app is also the ideal way to keep track of important account activity. A suite of mobile alerts lets customers know when a check clears, a deposit has been made or the account balance gets too low.

In 2014, customers using mobile banking increased 20% year-over-year.

Customer demand for our mobile solutions is growing rapidly. Since 2012, mobile banking interactions increased 166% and the number of mobile banking customers grew by nearly one-third. Today, nearly four in 10 Regions' customers utilize mobile banking. For customers who prefer to bank via their computer rather than a smartphone or tablet, Regions' Online Banking offers an array of convenient features, including automated bill pay. Our telephone Contact Center is another important Regions asset that supports cross-channel sales, service and expertise. Since 2012, our Contact Center sales have increased 22%.

Automated, Capable and Personal: The Video Teller

For decades, customers have used ATMs to access funds and perform simple transactions. Today, Regions is a leader in expanding the capabilities of the remote terminal through our Video Teller Machines. When a customer visits the Video Teller, they are connected live via video chat to a banker who can perform nearly all of the transactions offered at a branch – from cashing a check to processing a mortgage payment. The service is available during extended hours, including nights and weekends. The Video Teller Machine also offers ATM capabilities 24/7. As our branch network continues to evolve, we expect the Video Teller to play an important role – handling more routine customer transactions, freeing branch associates to focus more on in-person value-added sales, service and advice.



FINANCIAL STRENGTH UNDERPINS OUR GROWTH

Above: (left to right) Scott R., Mike D.

Tier 1 Capital*

2012	12.0%
2013	11.7%
2014	12.5%

* Current year capital ratios are estimated

Liquidity (Loans/Deposits)

2012	78%
2013	81%
2014	82%

Tangible Common Stockholders' Equity to Tangible Assets*

2012	8.63%
2013	9.24%
2014	9.75%

* See Table 2 in Form 10-K for GAAP to non-GAAP reconciliations

Regions' strong capital position and favorable liquidity profile establish a strong foundation for growth, while also supporting an appropriate return of capital to shareholders.

At year-end, Regions' Tier 1 Common ratio* stood at 11.7%, substantially above our peer median. Liquidity is also strong as we concluded 2014 with a loan-to-deposit ratio at 82%. We are focused on achieving organic loan growth, and our financial strength well positions us to reach that objective and make other prudent growth investments.

Regions' strong capital position and favorable liquidity profile establish a strong foundation for growth, while also supporting an appropriate return of capital to shareholders.

Individual deposits represent 44% of our deposit book, also well above average among peer institutions, and low-cost deposits are 91% of our total. These more "sticky" deposits create a stable deposit profile that is another source of strength for Regions, one that is likely to be beneficial in any future rising-rate environment.

Sustained and prudent growth is our objective. Regions completed 2014 with the financial strength to support investments to expand our franchise, broaden our solution set and reach more customers.



Above: (left to right) Kara J., Steve P.

Our Strong Team Keeps Getting Stronger

At Regions, creating value for all of our stakeholders and achieving top-tier performance depends upon the dedication and strength of more than 23,000 associates. Recruiting, developing and retaining associates to build the best team is a core strategic priority. Today, our diverse, inclusive and empowering workplace is attracting some of the strongest talent in the industry. We're also doing more to invest in our human capital and strengthen engagement across all of the organization's functional areas and geographies.

Investing in Talent Development

When associates join Regions, they are provided with training and development to quickly become oriented with the complexities of banking. Throughout an associate's career, various types of training are available where the curriculum is designed to strengthen their skills. Individual training experiences are also available that focus on leadership development, which may last six to nine months. These and other development programs emphasize active learning, peer interaction and a healthy dose of regular self-assessment.

Investing in our associates also comes as part of our annual talent management evaluations, where some 4,200 managers are assessed on their leadership competencies – to identify associates' potential and possible career progression. Regions also utilizes tools to help associates identify their own particular strengths, which helps to pinpoint areas where an associate demonstrates exceptional skills or ability. These assessments give associates insight into themselves and provide education about how to leverage those skills to increase opportunities for advancement.

A Compelling Career Opportunity

From top graduates at leading universities to proven performers from the financial industry, premier talent is choosing a career at Regions because of our unique, compelling culture. The Regions workplace environment is collegial and team-oriented, and the opportunities for growth are significant. For new hires, our signature leadership development initiative is the Management Associate

A STRONGER TEAM

(MA) program, reserved for the most promising recruits from colleges and universities and the U.S. military. This important and long-standing program has been part of the bank's training program for more than 50 years. The program is comprehensive and demanding and leverages training insights from senior Regions management. MA graduates can be found in some of the most important leadership roles throughout every level of the Regions organization, including current Chairman, President and Chief Executive Officer Grayson Hall.

Meeting our business objectives also requires that we onboard leaders with extensive industry experience. In 2014, we were successful in attracting impressive candidates in critical functional areas, including specialized lending and wealth management, and operational functions such as audit, compliance and risk management.

According to Dave Keenan, Regions Director of Human Resources, "We are able to attract the best because we offer a work environment where people care about one another and their success. For some experienced bankers who have joined us, it's getting back to banking the way they remembered it years ago. At Regions, they can see the fruits of their labor and they have the ability to control and influence outcomes."

Strategies to Strengthen Engagement

Along with key organization performance results – financial, risk, credit and service quality – we employ associate engagement as a key metric to measure our success in building the best team. Since the initial benchmark study of associate engagement in 2012, we have recorded significant gains in associate engagement. Managers are now assessed on the engagement of their direct reports, and impact planning meetings are held to map future goals and progress. By opening lines of communication, overcoming systemic barriers to getting the job done and promoting an environment of transparent communication where every associate feels they have a voice, we are on track to continue to strengthen our level of associate engagement.



INSURANCE SOLUTIONS

Above: (left to right) Stephanie S., Lynn M.

Coverage Targeted to Customer Needs

Centered on customers' needs; built on strong relationships; successful at leveraging specialized expertise; powered by talented associates; these are the attributes Regions Insurance shares with our banking business. It is a formula that delivers growth. Today, Regions Insurance is ranked among the top 30 insurance brokers in the United States, and is the nation's third-largest bank-affiliated insurance agency. In 2014, this business delivered 8% growth in revenues. Currently, with more than 600 employees in 28 offices across 10 states, Regions Insurance is on target to continue to grow, expanding both organically and through strategic acquisitions.

Why an insurance brokerage subsidiary for Regions? It's an opportunity to fulfill additional customer needs through Regions360™ while providing a more complete set of financial solutions to customers. Our insurance offerings include a full line of commercial property and casualty, employee benefits and personal lines. It is also an important source of non-interest revenue, delivering a stable earnings stream and consistent profitability.

Creating a Better Relationship

As in banking, strong relationships and an emphasis on superior customer service are differentiators that win in the insurance brokerage business. Curren Coco, CEO of Regions Insurance Group, notes that, "We represent just about every major carrier in the world, but as a brokerage, we don't control price, product or feature – those are consistent, whoever serves as broker. What we *do* control is service and product knowledge, and how well we treat you as a customer. The reason you come to us and stay with us is because we provide better service, more expertise and create a better relationship experience."

Metrics indicate that Regions Insurance is delivering against its objective of superior customer service. The average duration of a client relationship is well above industry norms. All 45,000 Regions Insurance customers are surveyed each year and asked whether

they would refer peers to Regions Insurance. Approximately 93% say yes – a superior measure within the industry. This high level of performance has helped earn Regions Insurance recognition as an Independent Insurance Agents and Brokers of America (IIABA) Best Practices Agency every year since 2010.

Defined by Specialized Expertise – and Innovation

Effectively serving diverse businesses requires a high level of understanding of specialized needs and requirements. The insurance needs of an oil and gas exploration company are far different from those of a hospital or a trucking concern. Notes Coco, "Our people become industry experts in our clients' businesses. For example, we insure one of the largest privately owned contractors that builds petrochemical plants. The complexity and difficulty of the insurance placement, the associated risks, the nature of the timelines – it all requires us to have an intimate understanding of our client's operations and business."

Regions Insurance is also a leader in applying advanced technology to help customers prepare for and, when possible, avoid damage from severe weather events. The Regions Insurance Severe Weather Alert System combines NOAA real-time weather data with geocoding of customer assets to proactively notify clients when tornados, hailstorms, floods, wildfires or other severe events occur. This unique capability is just another way that we can better serve our customers and differentiate ourselves in the marketplace.

Leveraging Regions360™ – and a Strong Brand

Regions Insurance associates work collaboratively with their bank counterparts to implement Regions360™ to offer a wide range of solutions centered on customer needs. "Regions is a great brand and a large stable bank, and we've leveraged the stability of that within the insurance team – customers know their broker won't be disappearing overnight," says Coco. "The other key piece is ethics and culture. Those two things contribute to a compelling value proposition that our clients appreciate."

EXECUTIVE MANAGEMENT

O.B. Grayson Hall, Jr.

Chairman, President and
Chief Executive Officer
*Executive Council and
Operating Committee*

David J. Turner, Jr.

Senior Executive Vice President
Chief Financial Officer
*Executive Council and
Operating Committee*

Fournier J. "Boots" Gale, III

Senior Executive Vice President
General Counsel
and Corporate Secretary
*Executive Council and
Operating Committee*

C. Matthew Lusco

Senior Executive Vice President
Chief Risk Officer
*Executive Council and
Operating Committee*

John B. Owen

Senior Executive Vice President
Head of the Regional Banking Group
*Executive Council and
Operating Committee*

Brett D. Couch

Senior Executive Vice President
East Region President
Operating Committee

Barb Godin

Senior Executive Vice President
Chief Credit Officer
Operating Committee

C. Keith Herron

Senior Executive Vice President
Head of Strategic Planning
and Execution
Operating Committee

William E. Horton

Senior Executive Vice President
South Region President
Operating Committee

Ellen Jones

Senior Executive Vice President
Chief Financial Officer for Business
Operations and Support
Operating Committee

David R. Keenan

Senior Executive Vice President
Director of Human Resources
Operating Committee

Scott M. Peters

Senior Executive Vice President
Head of Consumer Services Group
Operating Committee

William D. Ritter

Senior Executive Vice President
Head of Wealth Management Group
Operating Committee

Cynthia M. Rogers

Senior Executive Vice President
Head of Operations and
Technology Group
Operating Committee

Ronald G. Smith

Senior Executive Vice President
Mid-America Region President
Operating Committee

John M. Turner, Jr.

Senior Executive Vice President
Head of the Corporate Banking Group
Operating Committee

BOARD OF DIRECTORS

George W. Bryan

Chief Executive Officer
Old Waverly Properties, LLC

Carolyn H. Byrd

Chairman and Chief Executive Officer
GlobalTech Financial, LLC

David J. Cooper, Sr.

Vice Chairman
Cooper/T. Smith Corporation

Don DeFosset

Former Chairman,
President and Chief Executive Officer
Walter Industries, Inc.

Eric C. Fast

Former Chief Executive Officer
Crane Co.

O.B. Grayson Hall, Jr.

Chairman, President and
Chief Executive Officer
Regions Financial Corporation

John D. Johns

Chairman, President and
Chief Executive Officer
Protective Life Corporation

James R. Malone

Managing Partner
Qorval LLC

Ruth Ann Marshall

Former President of
The Americas
MasterCard International, Inc.

Susan W. Matlock

Former President and
Chief Executive Officer
Innovation Depot

John E. Maupin, Jr.

Former President
Morehouse School of Medicine

Charles D. McCrary

Lead Independent Director
Regions Board of Directors
Former Chief Executive Officer
Alabama Power Company

Lee J. Styslinger III

Chairman and Chief Executive Officer
Altec, Inc.

FORWARD-LOOKING STATEMENTS

This 2014 Year in Review, 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 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” mean Regions Financial Corporation, a Delaware corporation and its subsidiaries, when or where appropriate. The words “anticipates,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects,” “targets,” “projects,” “outlook,” “forecast,” “will,” “may,” “could,” “should,” “can” and similar 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 described below:

- Current and future economic and market conditions in the United States generally or in the communities we serve, including the effects of declines in property values, unemployment rates 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.
- 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.
- 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, or any adjustment of valuation allowances on our deferred tax assets due to adverse changes in the economic environment, declining operations of the reporting unit, or other factors.
- Possible changes in the creditworthiness of customers and the possible impairment of the collectability of loans.
- 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.
- Our ability to effectively compete with other financial services companies, some of whom possess greater financial resources than we do and are subject to different regulatory standards than we are.
- Loss of customer checking and savings account deposits as customers pursue other, higher-yield investments, which could increase our funding costs.
- Our inability to develop and gain acceptance from current and prospective customers for new products and services in a timely manner could have a negative impact on our revenue.
- Changes in laws and regulations affecting our businesses, such as the Dodd-Frank Act and other 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 no regulatory objection (as part of the comprehensive capital analysis and review (“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 applicable capital and liquidity requirements (including the finalized 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 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.
- 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.
- 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.
- The inability of our internal disclosure 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, which may negatively affect our operations and/or our loan portfolios and increase our cost of conducting business.
- Our inability to keep pace with technological changes could result in losing business to competitors.
- Our ability to identify and address cyber-security risks such as data security breaches, “denial of service” attacks, “hacking” and identity theft, a failure of which could disrupt our business and result in the disclosure of and/or misuse or misappropriation of confidential or proprietary information; increased costs; losses; or adverse effects to our reputation.
- Possible downgrades in our credit ratings or outlook could increase the costs of funding from capital markets.

- 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 stockholders.

- Changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies could materially affect how we report our financial results.
- 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 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.

FINANCIAL HIGHLIGHTS

(In millions, except per-share data)

	2014	2013	2012
EARNINGS SUMMARY			
Income from continuing operations available to common shareholders	\$ 1,090	\$ 1,103	\$ 1,050
Net income available to common shareholders	1,103	1,090	991
Earnings per common share from continuing operations – diluted	0.79	0.78	0.76
Earnings per common share – diluted	0.80	0.77	0.71
BALANCE SHEET SUMMARY			
At year-end			
Loans, net of unearned income	\$ 77,307	\$ 74,609	\$ 73,995
Assets	119,679	117,396	121,347
Deposits	94,200	92,453	95,474
Long-term debt	3,462	4,830	5,861
Stockholders' equity	16,989	15,768	15,499
Average balances – continuing operations			
Loans, net of unearned income	\$ 76,253	\$ 74,924	\$ 76,035
Assets	118,468	117,805	122,182
Deposits	93,481	92,646	95,330
Long-term debt	4,057	5,206	6,694
Stockholders' equity	16,725	15,502	15,035
SELECTED RATIOS			
Allowance for loan losses as a percentage of loans, net of unearned income	1.43%	1.80%	2.59%
Tier 1 capital ²	12.54	11.68	12.00
Tier 1 common risk-based capital (non-GAAP) ^{1,2}	11.65	11.21	10.84
Total risk-based capital ²	15.26	14.73	15.38
Leverage capital ²	10.86	10.03	9.65
Tangible common stockholders' equity to tangible assets (non-GAAP) ¹	9.75	9.24	8.63
Adjusted efficiency ratio (non-GAAP) ¹	65.50	65.42	64.42
OTHER INFORMATION			
Basic Weighted-average number of common shares outstanding	1,375	1,395	1,381
Diluted Weighted-average number of common shares outstanding	1,387	1,410	1,387
Total Branch Outlets	1,666	1,705	1,711
ATMs	1,997	2,029	2,054

¹ See Table 2 in Form 10-K for GAAP to non-GAAP reconciliations.

² Current year capital ratios are estimated.

REGIONS FINANCIAL CORPORATION

1900 Fifth Avenue North
Birmingham, AL 35203
Phone: 1-800-734-4667

STOCK LISTING

Regions common stock is traded on the NYSE under the symbol RF.

CORPORATE WEBSITE

For more information, please visit www.regions.com

ANNUAL MEETING

The 2015 Annual Meeting of Stockholders of Regions Financial Corporation will be held on Thursday, April 23, 2015, at 9:00 A.M., CDT, in the Upper Lobby Auditorium of Regions Bank, 1901 Sixth Avenue North, Birmingham, AL 35203.

TRANSFER AGENT and REGISTRAR

Computershare
Post Office Box 30170
College Station, TX 77842-3170

Telephone:

1-800-524-2879 for current stockholders

1-800-446-2617 for non-stockholders requesting enrollment materials for dividend reinvestment and stock purchase plan

Hearing Impaired:

1-800-952-9245

Shareholder Website:

www.computershare.com/investor

Shareholder Online Inquiries:

<https://www-us.computershare.com/investor/contact>

FORM 10-K

Our 2014 Annual Report on Form 10-K ("10-K") also serves as our 2014 Annual Report to Stockholders. Please note that our 2014 Year in Review does not include, and is not intended as a substitute for, the information contained in our 10-K. For complete financial statements, including notes and management's discussion and analysis of financial condition and results of operations, please refer to our 10-K filed with the Securities and Exchange Commission, which can be found at ir.regions.com/financials.cfm.

