UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2024

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	**63-0589368**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1900 Fifth Avenue North **Birmingham** **Alabama**	**35203**
(Address of principal executive offices)	**(Zip Code)**

(800) 734-4667

(Registrant's telephone number, including area code)

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $.01 par value	RF	New York Stock Exchange
Depositary 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
Depositary 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
Depositary Shares, each representing a 1/40th Interest in a Share of 4.45% Non-Cumulative Perpetual Preferred Stock, Series E	RF PRE	New York Stock Exchange

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 Exchange Act). ☐ Yes ☒ No

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

As of May 6, 2024 there were 915,827,099 shares of the issuer's common stock, par value $.01 per share, outstanding.

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REGIONS FINANCIAL CORPORATION

FORM 10-Q

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Glossary of Defined Terms

Agencies - collectively, FNMA and GNMA.

ACL - Allowance for credit losses.

ALCO - Asset/Liability Management Committee.

Allowance - Allowance for credit losses.

AOCI - Accumulated other comprehensive income.

ASU - Accounting Standards Update.

ATM - Automated teller machine.

Bank - Regions Bank.

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

Basel III Endgame - New rules for capital requirements that include broad-based changes to the risk-weighting framework that were proposed by U.S. federal regulators in 2023.

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

Basel Committee - Basel Committee on Banking Supervision.

BHC - Bank Holding Company.

Board - The Company's Board of Directors.

BSBY - Bloomberg Short-Term Bank Yield index.

Call Report - Regions Bank's FFIEC 031 filing.

CAP - Customer Assistance Program.

CCAR - Comprehensive Capital Analysis and Review.

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

CET1 - Common Equity Tier 1.

CFPB - Consumer Financial Protection Bureau.

CME Term SOFR - Chicago Mercantile Exchange published term Secured Overnight Financing Rate.

Company - Regions Financial Corporation and its subsidiaries.

CPI - Consumer price index.

CPR - Constant (or Conditional) prepayment rate.

DIF - Deposit Insurance Fund.

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

DPD - Days past due.

DBRS - Dominion Bond Rating Service Morningstar.

DUS - Fannie Mae Delegated Underwriting & Servicing.

EVE - Economic Value of Equity.

FASB - Financial Accounting Standards Board.

FCA - Financial Conduct Authority.

FDIC - The Federal Deposit Insurance Corporation.

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

FHA - Federal Housing Administration.

FHLB - Federal Home Loan Bank.

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.

Fintechs - Financial Technology Companies.

FOMC - Federal Open Market Committee.

FRB - Federal Reserve Bank.

GAAP - Generally Accepted Accounting Principles in the United States.

GDP - Gross domestic product.

GNMA - Government National Mortgage Association.

GSE - Government Sponsored Enterprise.

HPI - Housing price index.

IRS - Internal Revenue Service.

IRE - Investor Real Estate.

LIBOR - London InterBank Offered Rate.

LROC - Liquidity Risk Oversight Committee.

LTV - Loan to value.

MBS - Mortgage-backed securities.

MSAs - Metropolitan Statistical Areas.

MSR - Mortgage servicing right.

NM - Not meaningful.

OAS - Option-adjusted spread.

OCI - Other comprehensive income.

R&S - Reasonable and supportable.

REITs - Real estate investment trust.

S&P - Standard and Poor's.

SBIC - Small Business Investment Company.

SCB - Stress Capital Buffer.

SEC - U.S. Securities and Exchange Commission.

SERP - Supplemental Executive Retirement Plan.

SOFR - Secured Overnight Financing Rate.

U.S. - United States.

U.S. Treasury - The United States Department of the Treasury.

USD - United States dollar.

VIE - Variable interest entity.

Visa - The Visa, U.S.A. Inc. card association or its affiliates, collectively.

PART I

Cautionary Note Regarding Forward-Looking Statements and Risk Factor Summary

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 subject to the risk that the actual effects may differ, possibly materially, from what is reflected in those forward-looking statements due to factors and future developments that are uncertain, unpredictable and in many cases beyond our control. 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, 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 interest rates and unemployment rates, inflation, 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 businesses and our financial results and conditions.

Changes in market interest rates or capital markets could adversely affect our revenue and expense, the value of assets (such as our portfolio of investment securities) and obligations, as well as the availability and cost of capital and liquidity.

Volatility and uncertainty about the direction of interest rates and the timing of any changes, which may lead to increased costs for businesses and consumers and potentially contribute to poor business and economic conditions generally.

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, credit loss provisions or actual credit losses where our allowance for credit losses may not be adequate to cover our eventual losses.

Possible acceleration of prepayments on mortgage-backed securities due to declining interest rates, and the related acceleration of premium amortization on those securities.

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.

Loss of customer checking and savings account deposits as customers pursue other, higher-yield investments, or the need to price interest-bearing deposits higher due to competitive forces. Either of these activities could increase our funding costs.

Possible downgrades in our credit ratings or outlook could, among other negative impacts, increase the costs of funding from capital markets.

The loss of value of our investment portfolio could negatively impact market perceptions of us.

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 businesses.

The effects of social media on market perceptions of us and banks generally.

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.

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.

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Volatility in the financial services industry (including failures or rumors of failures of other depository institutions), along with actions taken by governmental agencies to address such turmoil, could affect the ability of depository institutions, including us, to attract and retain depositors and to borrow or raise capital.

Our ability to effectively compete with other traditional and non-traditional financial services companies, including fintechs, some of which 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, including those related to the offering of digital banking and financial services, could result in losing business to competitors.

Our ability to execute on our strategic and operational plans, including our ability to fully realize the financial and nonfinancial benefits relating to our strategic initiatives.

The risks and uncertainties related to our acquisition or divestiture of businesses and risks related to such acquisitions, including that the expected synergies, cost savings and other financial or other benefits may not be realized within expected timeframes, or might be less than projected; and difficulties in integrating acquired businesses.

The success of our marketing efforts in attracting and retaining customers.

Our ability to achieve our expense management initiatives.

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 the ability of those borrowers to service any loans outstanding to them and/or reduce demand for loans in those industries.

The effects of geopolitical instability, including wars, conflicts, civil unrest, and terrorist attacks and the potential impact, directly or indirectly, on our businesses.

Fraud, theft or other misconduct conducted by external parties, including our customers and business partners, or by our employees.

Any inaccurate or incomplete information provided to us by our customers or counterparties.

Inability of our framework to manage risks associated with our businesses, such as credit risk and operational risk, including third-party vendors and other service providers, which inability 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.

Our ability to identify and address operational risks associated with the introduction of or changes to products, services, or delivery platforms.

Dependence on key suppliers or vendors to obtain equipment and other supplies for our businesses on acceptable terms.

The inability of our internal controls and procedures to prevent, detect or mitigate any material errors or fraudulent acts.

Our ability to identify and address cyber-security risks such as data security breaches, malware, ransomware, "denial of service" attacks, "hacking" and identity theft, including account take-overs, a failure of which could disrupt our businesses 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.

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.

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.

Changes in laws and regulations affecting our businesses, including legislation and regulations relating to bank products and services, such as changes to debit card interchange fees, special FDIC assessments, any new long-term debt requirements, as well as changes in the enforcement and interpretation of such laws and regulations by applicable governmental and self-regulatory agencies, including as a result of the changes in U.S. presidential administration, control of the U.S. Congress, and

changes in personnel at the bank 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 capital actions, including dividend payments, common stock repurchases, or redemptions of preferred stock, must not cause us to fall below minimum capital ratio requirements, with applicable buffers taken into account, and must comply with other requirements and restrictions under law or imposed by our regulators, which may impact our ability to return capital to shareholders.

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 and market perceptions of us could be negatively impacted.

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.

Our ability to receive dividends from our subsidiaries, in particular Regions Bank, could affect our liquidity and ability to pay dividends to shareholders.

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 anti-takeover laws and exclusive forum provision in our certificate of incorporation and bylaws.

The effect of new tax legislation and/or interpretation of existing tax law, which may impact our earnings, capital ratios and our ability to return capital 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.

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 tax law, adverse changes in the economic environment declining operations of the reporting unit or other factors.

The effects of man-made and natural disasters, including fires, floods, droughts, tornadoes, hurricanes and environmental damage (especially 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 frequency 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.

The impact of pandemics on our businesses, operations and financial results and conditions. The duration and severity of any pandemic as well as government actions or other restrictions in connection with such events could disrupt the global economy, adversely affect our capital and liquidity position, impair the ability of borrowers to repay outstanding loans and increase our allowance for credit losses, impair collateral values and result in lost revenue or additional expenses.

The effects of any damage to our reputation resulting from developments related to any of the items identified above.

Other risks identified from time to time in reports that we file with the SEC.

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.

See also the reports filed with the SEC, including the discussion under the “Risk Factors” section of Regions’ Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the SEC and available on its website at www.sec.gov.

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PART I

FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	March 31, 2024	December 31, 2023
	(In millions, except share data)	
Assets		
Cash and due from banks	$ 2,527	$ 2,635
Interest-bearing deposits in other banks	8,723	4,166
Debt securities held to maturity (estimated fair value of $701 and $716, respectively)	743	754
Debt securities available for sale (amortized cost of $30,909 and $30,864, respectively)	27,881	28,104
Loans held for sale (includes $259 and $201 measured at fair value, respectively)	417	400
Loans, net of unearned income	96,862	98,379
Allowance for loan losses	(1,617)	(1,576)
Net loans	95,245	96,803
Other earning assets	1,478	1,417
Premises, equipment and software, net	1,635	1,642
Interest receivable	588	614
Goodwill	5,733	5,733
Residential mortgage servicing rights at fair value	1,026	906
Other identifiable intangible assets, net	196	205
Other assets	8,717	8,815
Total assets	$ 154,909	$ 152,194
Liabilities and Equity		
Deposits:		
Non-interest-bearing	$ 41,824	$ 42,368
Interest-bearing	87,158	85,420
Total deposits	128,982	127,788
Borrowed funds:		
Short-term borrowings	1,000	—
Long-term borrowings	3,327	2,330
Total borrowed funds	4,327	2,330
Other liabilities	4,522	4,583
Total liabilities	137,831	134,701
Equity:		
Preferred stock, authorized 10 million shares, par value $1.00 per share:		
Non-cumulative perpetual, including related surplus, net of issuance costs; issued—1,403,500 shares	1,659	1,659
Common stock, authorized 3 billion shares, par value $0.01 per share:		
Issued including treasury stock—958,004,085 and 963,375,681 shares, respectively	10	10
Additional paid-in capital	11,666	11,757
Retained earnings	8,304	8,186
Treasury stock, at cost— 41,032,676 shares	(1,371)	(1,371)
Accumulated other comprehensive income (loss), net	(3,224)	(2,812)
Total shareholders' equity	17,044	17,429
Noncontrolling interest	34	64
Total equity	17,078	17,493
Total liabilities and equity	$ 154,909	$ 152,194

See notes to consolidated financial statements.

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended March 31	
	2024	2023
	(In millions, except per share data)	
Interest income on:		
Loans, including fees	$ 1,421	$ 1,360
Debt securities	209	187
Loans held for sale	8	7
Other earning assets	86	87
Total interest income	1,724	1,641
Interest expense on:		
Deposits	495	179
Short-term borrowings	1	5
Long-term borrowings	44	40
Total interest expense	540	224
Net interest income	1,184	1,417
Provision for credit losses	152	135
Net interest income after provision for credit losses	1,032	1,282
Non-interest income:		
Service charges on deposit accounts	148	155
Card and ATM fees	116	121
Investment management and trust fee income	81	76
Capital markets income	91	42
Mortgage income	41	24
Securities gains (losses), net	(50)	(2)
Other	136	118
Total non-interest income	563	534
Non-interest expense:		
Salaries and employee benefits	658	616
Equipment and software expense	101	102
Net occupancy expense	74	73
Other	298	236
Total non-interest expense	1,131	1,027
Income before income taxes	464	789
Income tax expense	96	177
Net income	$ 368	$ 612
Net income available to common shareholders	$ 343	$ 588
Weighted-average number of shares outstanding:		
Basic	921	935
Diluted	923	942
Earnings per common share:		
Basic	$ 0.37	$ 0.63
Diluted	0.37	0.62

See notes to consolidated financial statements.

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REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Three Months Ended March 31	
	2024	2023
	(In millions)	
Net income	$ 368	$ 612
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 and zero tax effect, respectively)	—	—
Less: reclassification adjustments for amortization of unrealized losses on securities transferred to held to maturity (net of zero and zero tax effect, respectively)	—	—
Net change in unrealized losses on securities transferred to held to maturity, net of tax	—	—
Unrealized gains (losses) on securities available for sale:		
Unrealized holding gains (losses) arising during the period (net of ($81) and $114 tax effect, respectively)	(237)	333
Less: reclassification adjustments for securities gains (losses) realized in net income (net of $(13) and zero tax effect, respectively)	(37)	(2)
Net change in unrealized gains (losses) on securities available for sale, net of tax	(200)	335
Unrealized gains (losses) on derivative instruments designated as cash flow hedges:		
Unrealized holding gains (losses) on derivatives arising during the period (net of ($104) and $50 tax effect, respectively)	(303)	148
Less: reclassification adjustments for gains (losses) on derivative instruments realized in net income (net of ($30) and $(4) tax effect, respectively)	(87)	(11)
Net change in unrealized gains (losses) on derivative instruments, net of tax	(216)	159
Defined benefit pension plans and other post employment benefits:		
Net actuarial gains (losses) arising during the period (net of zero and zero tax effect, respectively)	—	—
Less: reclassification adjustments for amortization of actuarial loss and settlements realized in net income (net of ($2) and ($2) tax effect, respectively)	(4)	(5)
Net change from defined benefit pension plans and other post employment benefits, net of tax	4	5
Other comprehensive income (loss), net of tax	(412)	499
Comprehensive income (loss)	$ (44)	$ 1,111

See notes to consolidated financial statements.

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REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Shareholders' Equity									
	Preferred Stock		Common Stock							
	Shares	Amount	Shares	Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock, At Cost	Accumulated Other Comprehensive Income (Loss), Net	Total	Non-controlling Interest
	(In millions, except per share data)									
BALANCE AT JANUARY 1, 2023	2	$ 1,659	934	$ 10	$ 11,988	$ 7,004	$ (1,371)	$ (3,343)	$ 15,947	$ 4
Cumulative effect from change in accounting guidance	—	—	—	—	—	28	—	—	28	—
Net income	—	—	—	—	—	612	—	—	612	—
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	499	499	—
Cash dividends declared	—	—	—	—	—	(187)	—	—	(187)	—
Preferred stock dividends	—	—	—	—	—	(24)	—	—	(24)	—
Impact of common stock transactions under compensation plans, net	—	—	—	—	8	—	—	—	8	—
Other	—	—	—	—	—	—	—	—	—	15
BALANCE AT MARCH 31, 2023	2	$ 1,659	934	$ 10	$ 11,996	$ 7,433	$ (1,371)	$ (2,844)	$ 16,883	$ 19
BALANCE AT JANUARY 1, 2024	2	$ 1,659	924	$ 10	$ 11,757	$ 8,186	$ (1,371)	$ (2,812)	$ 17,429	$ 64
Cumulative effect from change in accounting guidance	—	—	—	—	—	(5)	—	—	(5)	—
Net income	—	—	—	—	—	368	—	—	368	—
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	(412)	(412)	—
Cash dividends declared	—	—	—	—	—	(220)	—	—	(220)	—
Preferred stock dividends	—	—	—	—	—	(25)	—	—	(25)	—
Impact of common stock share repurchases	—	—	(6)	—	(102)	—	—	—	(102)	—
Impact of common stock transactions under compensation plans, net	—	—	—	—	11	—	—	—	11	—
Other	—	—	—	—	—	—	—	—	—	(30)
BALANCE AT MARCH 31, 2024	2	$ 1,659	918	$ 10	$ 11,666	$ 8,304	$ (1,371)	$ (3,224)	$ 17,044	$ 34

See notes to consolidated financial statements.

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REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended March 31	
	2024	2023
	(In millions)	
Operating activities:		
Net income	$ 368	$ 612
Adjustments to reconcile net income to net cash from operating activities:		
Provision for credit losses	152	135
Depreciation, amortization and accretion, net	48	63
Securities (gains) losses, net	50	2
Deferred income tax expense	35	43
Originations and purchases of loans held for sale	(1,280)	(826)
Proceeds from sales of loans held for sale	1,265	622
(Gain) loss on sale of loans, net	(13)	(8)
Net change in operating assets and liabilities:		
Other earning assets	(61)	(27)
Interest receivable and other assets	(130)	297
Other liabilities	(59)	(742)
Other	21	25
Net cash from operating activities	396	196
Investing activities:		
Proceeds from maturities of debt securities held to maturity	11	11
Proceeds from sales of debt securities available for sale	1,260	28
Proceeds from maturities of debt securities available for sale	702	729
Purchases of debt securities available for sale	(2,077)	(662)
Net (payments for) proceeds from bank-owned life insurance	1	2
Proceeds from sales of loans	4	43
Purchases of loans	(180)	(66)
Net change in loans	1,611	(1,130)
Purchases of mortgage servicing rights	(119)	(18)
Net purchases of other assets	(4)	(33)
Net cash from investing activities	1,209	(1,096)
Financing activities:		
Net change in deposits	1,194	(3,283)
Net change in short-term borrowings	1,000	2,000
Proceeds from long-term borrowings	1,000	—
Cash dividends on common stock	(222)	(187)
Cash dividends on preferred stock	(25)	(24)
Repurchases of common stock	(102)	—
Taxes paid related to net share settlement of equity awards	(1)	—
Net cash from financing activities	2,844	(1,494)
Net change in cash and cash equivalents	4,449	(2,394)
Cash and cash equivalents at beginning of year	6,801	11,227
Cash and cash equivalents at end of period	$ 11,250	$ 8,833

See notes to consolidated financial statements.

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1. BASIS OF PRESENTATION

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 as well as delivering specialty capabilities nationwide. Regions is subject to the regulations of certain government agencies and undergoes periodic examinations by certain 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. The accompanying interim financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and notes to the consolidated financial statements necessary for a complete presentation of financial position, results of operations, comprehensive income (loss) and cash flows in conformity with GAAP. In the opinion of management, all adjustments, consisting of normal and recurring items, necessary for the fair presentation of the consolidated financial statements have been included. These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto in Regions' Annual Report on Form 10-K for the year ended December 31, 2023. Regions has evaluated all subsequent events for potential recognition and disclosure through the filing date of this Form 10-Q.

During 2024, the Company adopted new accounting guidance. See below and Note 13 for related disclosures.

BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Regions, its subsidiaries and certain VIEs. See Note 1 in Regions' Annual Report on Form 10-K for the year ended December 31, 2023 for additional information about consolidation principals surrounding VIEs. On January 1, 2024, the Company adopted new accounting guidance that allows entities to elect to account for qualifying tax credit investments using the proportional amortization method, on a tax-credit program by tax-credit program basis, if certain conditions are met. Regions adopted the guidance under the modified-retrospective transition approach, with an immaterial cumulative impact recorded to retained earnings. Previously, Regions recognized equity investments in economic development projects at cost, with periodic adjustments for impairment, and applied proportional amortization to investments in affordable housing projects in accordance with other guidance. Refer to Note 2 for additional disclosures.

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.

Regions periodically invests in various limited partnerships that sponsor affordable housing projects and economic development projects, which then provide tax credits to Regions. These investments are funded through a combination of debt and equity. These partnerships meet the definition of a VIE and are collectively referred to as tax credit investments in the table below. On January 1, 2024, the Company adopted accounting guidance that allows the Company to utilize the proportional amortization method of accounting for economic development projects, which has historically been used for affordable housing projects. Economic development projects are not presented in prior periods as their balances were not material. Due to the nature of the management activities of the general partner, Regions is not the primary beneficiary of these partnerships. Refer to Note 1 "Summary of Significant Accounting Policies" in the Annual Report on Form 10-K for the year ended December 31, 2023, 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 4 .

A summary of Regions' tax credit investments and related loans and letters of credit, representing Regions' maximum exposure to loss, is as follows:

	March 31, 2024	December 31, 2023
	(In millions)	
Tax credit investments included in other assets	$ 1,453	$ 1,415
Unfunded tax credit commitments included in other liabilities	558	592
Loans and letters of credit commitments	719	730
Funded portion of loans and letters of credit commitments	414	395

	Three Months Ended March 31	
	2024	2023
	(In millions)	
Tax credits and other tax benefits recognized	$ 55	$ 51
Tax credit amortization expense included in income tax expense	46	41

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 March 31, 2024 and December 31, 2023, the value of Regions' general partnership interest in affordable housing investments was immaterial.

NOTE 3. 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:

	March 31, 2024						
		Recognized in OCI [1]			Not recognized in OCI		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)						
Debt securities held to maturity:							
Mortgage-backed securities:							
Residential agency	$ 237	$ —	$ (8)	$ 229	$ —	$ (18)	$ 211
Commercial agency	514	—	—	514	—	(24)	490
	$ 751	$ —	$ (8)	$ 743	$ —	$ (42)	$ 701
Debt securities available for sale:							
U.S. Treasury securities	$ 1,211	$ —	$ (101)	$ 1,110			$ 1,110
Federal agency securities	566	2	(23)	545			545
Obligations of states and political subdivisions	2	—	—	2			2
Mortgage-backed securities:							
Residential agency	20,686	33	(2,369)	18,350			18,350
Commercial agency	7,304	1	(528)	6,777			6,777
Commercial non-agency	93	—	(11)	82			82
Corporate and other debt securities	1,047	2	(34)	1,015			1,015
	$ 30,909	$ 38	$ (3,066)	$ 27,881			$ 27,881

	December 31, 2023						
		Recognized in OCI [1]			Not recognized in OCI		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)						
Debt securities held to maturity:							
Mortgage-backed securities:							
Residential agency	$ 247	$ —	$ (8)	$ 239	$ —	$ (16)	$ 223
Commercial agency	516	—	(1)	515	—	(22)	493
	$ 763	$ —	$ (9)	$ 754	$ —	$ (38)	$ 716
Debt securities available for sale:							
U.S. Treasury securities	$ 1,322	$ —	$ (99)	$ 1,223			$ 1,223
Federal agency securities	1,085	4	(46)	1,043			1,043
Obligations of states and political subdivisions	2	—	—	2			2
Mortgage-backed securities:							
Residential agency	19,450	52	(2,130)	17,372			17,372
Commercial agency	7,807	2	(502)	7,307			7,307
Commercial non-agency	93	—	(10)	83			83
Corporate and other debt securities	1,105	4	(35)	1,074			1,074
	$ 30,864	$ 62	$ (2,822)	$ 28,104			$ 28,104

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(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 $19.7 billion and $24.0 billion at March 31, 2024 and December 31, 2023, respectively, were pledged to secure public funds, trust deposits and other borrowing arrangements.

The amortized cost and estimated fair value of debt securities held to maturity and debt securities available for sale at March 31, 2024, 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)	
Debt securities held to maturity:		
Mortgage-backed securities:		
Residential agency	$ 237	$ 211
Commercial agency	514	490
	$ 751	$ 701
Debt securities available for sale:		
Due in one year or less	$ 367	$ 360
Due after one year through five years	1,851	1,729
Due after five years through ten years	457	448
Due after ten years	151	135
Mortgage-backed securities:		
Residential agency	20,686	18,350
Commercial agency	7,304	6,777
Commercial non-agency	93	82
	$ 30,909	$ 27,881

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 March 31, 2024 and December 31, 2023. For debt securities transferred to held to maturity from available for sale, the analysis in the tables below compares the securities' original amortized cost to its current estimated fair value. All securities in an unrealized position are segregated between investments that have been in a continuous unrealized loss position for less than twelve months and for twelve months or more.

	March 31, 2024					
	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)					
Debt securities held to maturity:						
Mortgage-backed securities:						
Residential agency	$ —	$ —	$ 211	$ (26)	$ 211	$ (26)
Commercial agency	—	—	490	(24)	490	(24)
	$ —	$ —	$ 701	$ (50)	$ 701	$ (50)
Debt securities available for sale:						
U.S Treasury securities	$ 10	$ —	$ 1,086	$ (101)	$ 1,096	$ (101)
Federal agency securities	349	(9)	98	(14)	447	(23)
Mortgage-backed securities:						
Residential agency	2,091	(17)	14,635	(2,352)	16,726	(2,369)
Commercial agency	654	(16)	6,030	(512)	6,684	(528)
Commercial non-agency	—	—	82	(11)	82	(11)
Corporate and other debt securities	51	(1)	802	(33)	853	(34)
	$ 3,155	$ (43)	$ 22,733	$ (3,023)	$ 25,888	$ (3,066)

	December 31, 2023					
	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)					
Debt securities held to maturity:						
Mortgage-backed securities:						
Residential agency	$ —	$ —	$ 223	$ (23)	$ 223	$ (23)
Commercial agency	—	—	493	(23)	493	(23)
	$ —	$ —	$ 716	$ (46)	$ 716	$ (46)
Debt securities available for sale:						
U.S. Treasury securities	$ 6	$ —	$ 1,201	$ (99)	$ 1,207	$ (99)
Federal agency securities	237	(5)	666	(41)	903	(46)
Mortgage-backed securities:						
Residential agency	241	(3)	15,144	(2,127)	15,385	(2,130)
Commercial agency	612	(7)	6,583	(495)	7,195	(502)
Commercial non-agency	—	—	82	(10)	82	(10)
Corporate and other debt securities	23	—	879	(35)	902	(35)
	$ 1,119	$ (15)	$ 24,555	$ (2,807)	$ 25,674	$ (2,822)

The number of individual debt positions in an unrealized loss position in the tables above increased to 1,738 at March 31, 2024 from 1,703 at December 31, 2023. The increase in the total amount of unrealized losses was impacted by 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 represented credit impairment as of those dates. At March 31, 2024, 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 bases, which may be at maturity.

Gross realized losses on sales of debt securities available for sale for the three months ended March 31, 2024 totaled $50 million while gross realized gains were zero. Gross realized gains and losses on sales of debt securities were immaterial for three months ended March 31, 2023. The cost of securities sold is based on the specific identification method. As part of the Company's normal process for evaluating impairment, impairment identified by management was immaterial for the three months ended March 31, 2024. No credit-related impairment was identified by management for three months ended March 31, 2023.

NOTE 4. LOANS AND THE ALLOWANCE FOR CREDIT LOSSES

LOANS

The following table presents the distribution of Regions' loan portfolio by segment and class, net of unearned income:

	March 31, 2024	December 31, 2023
	(In millions)	
Commercial and industrial	$ 49,701	$ 50,865
Commercial real estate mortgage—owner-occupied	4,788	4,887
Commercial real estate construction—owner-occupied	306	281
Total commercial	54,795	56,033
Commercial investor real estate mortgage	6,422	6,605
Commercial investor real estate construction	2,341	2,245
Total investor real estate	8,763	8,850
Residential first mortgage	20,199	20,207
Home equity lines	3,155	3,221
Home equity loans	2,415	2,439
Consumer credit card	1,314	1,341
Other consumer—exit portfolio	28	43
Other consumer	6,193	6,245
Total consumer	33,304	33,496
Total loans, net of unearned income	$ 96,862	$ 98,379

ALLOWANCE FOR CREDIT LOSSES

Regions determines the appropriate level of the allowance on a quarterly basis. Refer to Note 1 "Summary of Significant Accounting Policies" in the Annual Report on Form 10-K for the year ended December 31, 2023, for a description of the methodology.

ROLLFORWARD OF ALLOWANCE FOR CREDIT LOSSES

The following tables present analyses of the allowance for credit losses by portfolio segment for three months ended March 31, 2024, and 2023.

	Three Months Ended March 31, 2024			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2024	$ 722	$ 192	$ 662	$ 1,576
Provision for loan losses	88	23	51	162
Loan losses:				
Charge-offs	(62)	(5)	(74)	(141)
Recoveries	8	1	11	20
Net loan (losses) recoveries	(54)	(4)	(63)	(121)
Allowance for loan losses, March 31, 2024	756	211	650	1,617
Reserve for unfunded credit commitments, January 1, 2024	92	13	19	124
Provision for (benefit from) unfunded credit losses	(5)	(3)	(2)	(10)
Reserve for unfunded credit commitments, March 31, 2024	87	10	17	114
Allowance for credit losses, March 31, 2024	$ 843	$ 221	$ 667	$ 1,731

	Three Months Ended March 31, 2023			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, December 31, 2022	$ 665	$ 121	$ 678	$ 1,464
Cumulative effect of accounting guidance [1]	(3)	(3)	(32)	(38)
Allowance for loan losses, January 1, 2023 (adjusted for change in accounting guidance)	$ 662	$ 118	$ 646	$ 1,426
Provision for loan losses	70	8	51	129
Loan losses:				
Charge-offs	(49)	—	(56)	(105)
Recoveries	10	—	12	22
Net loan (losses) recoveries	(39)	—	(44)	(83)
Allowance for loan losses, March 31, 2023	693	126	653	1,472
Reserve for unfunded credit commitments, January 1, 2023	72	21	25	118
Provision for (benefit from) unfunded credit losses	5	6	(5)	6
Reserve for unfunded credit commitments, March 31, 2023	77	27	20	124
Allowance for credit losses, March 31, 2023	$ 770	$ 153	$ 673	$ 1,596

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(1) See Note 1 in the Annual Report on Form 10-K for the year ended December 31, 2023 for additional information.

PORTFOLIO SEGMENT RISK FACTORS

Regions' portfolio segments are commercial, investor real estate, and consumer. Classes within each segment present unique credit risks. Refer to Note 5 "Allowance for Credit Losses" in the Annual Report on Form 10-K for the year ended December 31, 2023 for information regarding Regions' portfolio segments and related classes, as well as the risks specific to each.

CREDIT QUALITY INDICATORS

The commercial and investor real estate portfolio segments' primary credit quality indicator is internal risk ratings which are detailed by categories related to underlying credit quality and probability of default. Regions assigns these risk ratings 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. Refer to Note 5 "Allowance for Credit Losses" in the Annual Report on Form 10-K for the year ended December 31, 2023 for information regarding commercial risk ratings.

Regions' consumer portfolio segment has various classes that present unique credit risks. Regions considers factors such as periodic updates of FICO scores, accrual status, days past due status, unemployment rates, home prices, and geography as credit quality indicators for the consumer loan portfolio. FICO scores are obtained at origination as part of Regions' formal underwriting process. Refreshed FICO scores are obtained by the Company quarterly for all consumer loans, including residential first mortgage loans. Current FICO data is not available for certain loans in the portfolio for various reasons; for example, if customers do not use sufficient credit, an updated score may not be available. These categories are utilized to develop the associated allowance for credit losses. The higher the FICO score the less probability of default and vice versa.

The following tables present applicable credit quality indicators for the loan portfolio segments and classes, excluding loans held for sale and gross charge-offs, by vintage year as of March 31, 2024 and December 31, 2023. Regions defines the vintage date for the purposes of disclosure as the date of the most recent credit decision. In general, renewals that are categorized as new credit decisions reflect the renewal date as the vintage date. Classes in the commercial and investor real estate portfolio segments are disclosed by risk rating. Classes in the consumer portfolio segment are disclosed by current FICO scores. Refer to Note 5 "Allowance for Credit Losses" in the Annual Report on Form 10-K for the year ended December 31, 2023 for more information regarding Regions' credit quality indicators.

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	March 31, 2024									
	Term Loans									
	2024	2023	2022	2021	2020	Prior	Revolving Loans	Revolving Loans Converted to Amortizing	Unallocated (1)	Total
	(In millions)									
Commercial and industrial:										
Risk rating:										
Pass	$ 1,966	$ 7,132	$ 7,997	$ 4,625	$ 2,196	$ 4,258	$ 18,512	$ —	$ (18)	$ 46,668
Special Mention	16	151	174	51	33	51	598	—	—	1,074
Substandard Accrual	22	80	376	85	37	69	734	—	—	1,403
Non-accrual	1	162	145	37	6	28	177	—	—	556
Total commercial and industrial	$ 2,005	$ 7,525	$ 8,692	$ 4,798	$ 2,272	$ 4,406	$ 20,021	$ —	$ (18)	$ 49,701
Commercial real estate mortgage—owner-occupied:										
Risk rating:										
Pass	$ 149	$ 750	$ 912	$ 929	$ 622	$ 1,033	$ 99	$ —	$ (5)	$ 4,489
Special Mention	2	4	22	41	14	57	1	—	—	141
Substandard Accrual	—	3	35	33	16	29	2	—	—	118
Non-accrual	2	2	8	11	5	11	1	—	—	40
Total commercial real estate mortgage—owner-occupied:	$ 153	$ 759	$ 977	$ 1,014	$ 657	$ 1,130	$ 103	$ —	$ (5)	$ 4,788
Commercial real estate construction—owner-occupied:										
Risk rating:										
Pass	$ 21	$ 101	$ 44	$ 43	$ 22	$ 46	$ 5	$ —	$ —	$ 282
Special Mention	—	—	—	1	1	—	—	—	—	2
Substandard Accrual	—	—	10	—	1	1	—	—	—	12
Non-accrual	—	2	—	—	2	6	—	—	—	10
Total commercial real estate construction—owner-occupied:	$ 21	$ 103	$ 54	$ 44	$ 26	$ 53	$ 5	$ —	$ —	$ 306
Total commercial	$ 2,179	$ 8,387	$ 9,723	$ 5,856	$ 2,955	$ 5,589	$ 20,129	$ —	$ (23)	$ 54,795
Commercial investor real estate mortgage:										
Risk rating:										
Pass	$ 412	$ 1,039	$ 1,375	$ 1,103	$ 384	$ 339	$ 361	$ —	$ (3)	$ 5,010
Special Mention	48	84	365	52	20	14	67	—	—	650
Substandard Accrual	53	95	187	1	37	69	79	—	—	521
Non-accrual	47	98	57	—	—	39	—	—	—	241
Total commercial investor real estate mortgage	$ 560	$ 1,316	$ 1,984	$ 1,156	$ 441	$ 461	$ 507	$ —	$ (3)	$ 6,422
Commercial investor real estate construction:										
Risk rating:										
Pass	$ 18	$ 262	$ 960	$ 230	$ 26	$ 2	$ 647	$ —	$ (14)	$ 2,131
Special Mention	—	26	105	—	—	—	25	—	—	156
Substandard Accrual	—	—	25	—	—	—	29	—	—	54
Non-accrual	—	—	—	—	—	—	—	—	—	—
Total commercial investor real estate construction	$ 18	$ 288	$ 1,090	$ 230	$ 26	$ 2	$ 701	$ —	$ (14)	$ 2,341
Total investor real estate	$ 578	$ 1,604	$ 3,074	$ 1,386	$ 467	$ 463	$ 1,208	$ —	$ (17)	$ 8,763
Residential first mortgage:										
FICO scores:										
Above 720	$ 209	$ 1,964	$ 2,870	$ 4,297	$ 4,300	$ 3,046	$ —	$ —	$ —	$ 16,686
681-720	22	221	298	341	247	349	—	—	—	1,478
620-680	11	91	141	149	113	309	—	—	—	814
Below 620	—	37	101	127	93	440	—	—	—	798
Data not available	7	33	18	47	46	97	2	—	173	423
Total residential first mortgage	$ 249	$ 2,346	$ 3,428	$ 4,961	$ 4,799	$ 4,241	$ 2	$ —	$ 173	$ 20,199

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	March 31, 2024									
	Term Loans						Revolving Loans	Revolving Loans Converted to Amortizing	Unallocated (1)	Total
	2024	2023	2022	2021	2020	Prior				
	(In millions)									
Home equity lines:										
FICO scores:										
Above 720	$ —	$ —	$ —	$ —	$ —	$ —	$ 2,327	$ 44	$ —	$ 2,371
681-720	—	—	—	—	—	—	350	10	—	360
620-680	—	—	—	—	—	—	191	9	—	200
Below 620	—	—	—	—	—	—	98	7	—	105
Data not available	—	—	—	—	—	—	82	6	31	119
Total home equity lines	$ —	$ —	$ —	$ —	$ —	$ —	$ 3,048	$ 76	$ 31	$ 3,155
Home equity loans:										
FICO scores:										
Above 720	$ 66	$ 317	$ 354	$ 376	$ 194	$ 583	$ —	$ —	$ —	$ 1,890
681-720	18	43	60	48	21	69	—	—	—	259
620-680	4	19	24	23	9	55	—	—	—	134
Below 620	—	4	12	13	5	40	—	—	—	74
Data not available	—	1	4	5	3	29	—	—	16	58
Total home equity loans	$ 88	$ 384	$ 454	$ 465	$ 232	$ 776	$ —	$ —	$ 16	$ 2,415
Consumer credit card:										
FICO scores:										
Above 720	$ —	$ —	$ —	$ —	$ —	$ —	$ 742	$ —	$ —	$ 742
681-720	—	—	—	—	—	—	257	—	—	257
620-680	—	—	—	—	—	—	213	—	—	213
Below 620	—	—	—	—	—	—	101	—	—	101
Data not available	—	—	—	—	—	—	18	—	(17)	1
Total consumer credit card	$ —	$ —	$ —	$ —	$ —	$ —	$ 1,331	$ —	$ (17)	$ 1,314
Other consumer—exit portfolios:										
FICO scores:										
Above 720	$ —	$ —	$ —	$ —	$ —	$ 15	$ —	$ —	$ —	$ 15
681-720	—	—	—	—	—	3	—	—	—	3
620-680	—	—	—	—	—	4	—	—	—	4
Below 620	—	—	—	—	—	6	—	—	—	6
Data not available	—	—	—	—	—	1	—	—	(1)	—
Total other consumer—exit portfolios	$ —	$ —	$ —	$ —	$ —	$ 29	$ —	$ — $—	$ (1)	$ 28
Other consumer(2):										
FICO scores:										
Above 720	$ 222	$ 1,291	$ 1,514	$ 494	$ 280	$ 263	$ 113	$ —	$ —	$ 4,177
681-720	24	269	362	123	63	53	64	—	—	958
620-680	12	154	235	84	41	34	52	—	—	612
Below 620	2	46	126	50	24	20	31	—	—	299
Data not available	74	18	9	7	5	173	2	—	(141)	147
Total other consumer	$ 334	$ 1,778	$ 2,246	$ 758	$ 413	$ 543	$ 262	$ —	$ (141)	$ 6,193
Total consumer loans	$ 671	$ 4,508	$ 6,128	$ 6,184	$ 5,444	$ 5,589	$ 4,643	$ 76	$ 61	$ 33,304
Total Loans	$ 3,428	$ 14,499	$ 18,925	$ 13,426	$ 8,866	$ 11,641	$ 25,980	$ 76	$ 21	$ 96,862

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	December 31, 2023									
	Term Loans						Revolving Loans	Revolving Loans Converted to Amortizing	Unallocated (1)	Total
	2023	2022	2021	2020	2019	Prior				
	(In millions)									
Commercial and industrial:										
Risk rating:										
Pass	$ 8,272	$ 9,123	$ 5,267	$ 2,326	$ 1,376	$ 3,210	$ 18,561	$ —	$ 53	$ 48,188
Special Mention	87	186	71	109	26	90	484	—	—	1,053
Substandard Accrual	141	212	74	38	7	3	678	—	—	1,153
Non-accrual	128	102	37	6	20	10	168	—	—	471
Total commercial and industrial	$ 8,628	$ 9,623	$ 5,449	$ 2,479	$ 1,429	$ 3,313	$ 19,891	$ —	$ 53	$ 50,865
Commercial real estate mortgage—owner-occupied:										
Risk rating:										
Pass	$ 799	$ 954	$ 988	$ 658	$ 343	$ 801	$ 76	$ —	$ (5)	$ 4,614
Special Mention	21	13	33	20	7	13	14	—	—	121
Substandard Accrual	3	34	32	14	8	24	1	—	—	116
Non-accrual	4	3	10	8	3	8	—	—	—	36
Total commercial real estate mortgage—owner-occupied:	$ 827	$ 1,004	$ 1,063	$ 700	$ 361	$ 846	$ 91	$ —	$ (5)	$ 4,887
Commercial real estate construction—owner-occupied:										
Risk rating:										
Pass	$ 89	$ 53	$ 44	$ 24	$ 11	$ 38	$ 3	$ —	$ —	$ 262
Special Mention	—	7	—	—	—	1	—	—	—	8
Substandard Accrual	—	1	—	1	—	1	—	—	—	3
Non-accrual	2	—	—	2	—	4	—	—	—	8
Total commercial real estate construction—owner-occupied:	$ 91	$ 61	$ 44	$ 27	$ 11	$ 44	$ 3	$ —	$ —	$ 281
Total commercial	$ 9,546	$ 10,688	$ 6,556	$ 3,206	$ 1,801	$ 4,203	$ 19,985	$ —	$ 48	$ 56,033
Commercial investor real estate mortgage:										
Risk rating:										
Pass	$ 1,130	$ 1,587	$ 1,135	$ 488	$ 296	$ 110	$ 383	$ —	$ (4)	$ 5,125
Special Mention	269	247	52	59	30	—	90	—	—	747
Substandard Accrual	134	197	—	67	67	3	32	—	—	500
Non-accrual	99	57	37	—	12	28	—	—	—	233
Total commercial investor real estate mortgage	$ 1,632	$ 2,088	$ 1,224	$ 614	$ 405	$ 141	$ 505	$ —	$ (4)	$ 6,605
Commercial investor real estate construction:										
Risk rating:										
Pass	$ 256	$ 836	$ 280	$ 26	$ 2	$ 1	$ 649	$ —	$ (15)	$ 2,035
Special Mention	—	122	—	—	—	—	59	—	—	181
Substandard Accrual	—	25	—	—	—	—	4	—	—	29
Non-accrual	—	—	—	—	—	—	—	—	—	—
Total commercial investor real estate construction	$ 256	$ 983	$ 280	$ 26	$ 2	$ 1	$ 712	$ —	$ (15)	$ 2,245
Total investor real estate	$ 1,888	$ 3,071	$ 1,504	$ 640	$ 407	$ 142	$ 1,217	$ —	$ (19)	$ 8,850
Residential first mortgage:										
FICO scores:										
Above 720	$ 1,939	$ 2,863	$ 4,358	$ 4,390	$ 816	$ 2,353	$ —	$ —	$ —	$ 16,719
681-720	226	298	355	255	52	294	—	—	—	1,480
620-680	86	153	153	112	43	270	—	—	—	817
Below 620	21	90	122	87	53	389	—	—	—	762
Data not available	33	16	49	46	11	92	1	—	181	429
Total residential first mortgage	$ 2,305	$ 3,420	$ 5,037	$ 4,890	$ 975	$ 3,398	$ 1	$ —	$ 181	$ 20,207

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	December 31, 2023									
	Term Loans						Revolving Loans	Revolving Loans Converted to Amortizing	Unallocated [1]	Total
	2023	2022	2021	2020	2019	Prior				
	(In millions)									
Home equity lines:										
FICO scores:										
Above 720	$ —	$ —	$ —	$ —	$ —	$ —	$ 2,399	$ 45	$ —	$ 2,444
681-720	—	—	—	—	—	—	346	11	—	357
620-680	—	—	—	—	—	—	184	9	—	193
Below 620	—	—	—	—	—	—	97	7	—	104
Data not available	—	—	—	—	—	—	85	5	33	123
Total home equity lines	$ —	$ —	$ —	$ —	$ —	$ —	$ 3,111	$ 77	$ 33	$ 3,221
Home equity loans:										
FICO scores:										
Above 720	$ 322	$ 370	$ 397	$ 205	$ 93	$ 529	$ —	$ —	$ —	$ 1,916
681-720	53	62	49	22	14	60	—	—	—	260
620-680	19	27	23	8	8	52	—	—	—	137
Below 620	2	8	12	5	7	35	—	—	—	69
Data not available	1	4	5	3	3	25	—	—	16	57
Total home equity loans	$ 397	$ 471	$ 486	$ 243	$ 125	$ 701	$ —	$ —	$ 16	$ 2,439
Consumer credit card:										
FICO scores:										
Above 720	$ —	$ —	$ —	$ —	$ —	$ —	$ 780	$ —	$ —	$ 780
681-720	—	—	—	—	—	—	254	—	—	254
620-680	—	—	—	—	—	—	210	—	—	210
Below 620	—	—	—	—	—	—	95	—	—	95
Data not available	—	—	—	—	—	—	20	—	(18)	2
Total consumer credit card	$ —	$ —	$ —	$ —	$ —	$ —	$ 1,359	$ —	$ (18)	$ 1,341
Other consumer—exit portfolios:										
FICO scores:										
Above 720	$ —	$ —	$ —	$ —	$ 2	$ 22	$ —	$ —	$ —	$ 24
681-720	—	—	—	—	1	4	—	—	—	5
620-680	—	—	—	—	—	5	—	—	—	5
Below 620	—	—	—	—	1	7	—	—	—	8
Data not available	—	—	—	—	—	1	—	—	—	1
Total other consumer—exit portfolios	$ —	$ —	$ —	$ —	$ 4	$ 39	$ —	$ —	$ —	$ 43
Other consumer[2]:										
FICO scores:										
Above 720	$ 1,312	$ 1,519	$ 501	$ 284	$ 155	$ 118	$ 119	$ —	$ —	$ 4,008
681-720	270	409	136	74	34	29	67	—	—	1,019
620-680	178	294	103	50	21	20	53	—	—	719
Below 620	52	147	65	31	14	13	30	—	—	352
Data not available	94	10	7	5	114	65	1	—	(149)	147
Total other consumer	$ 1,906	$ 2,379	$ 812	$ 444	$ 338	$ 245	$ 270	$ —	$ (149)	$ 6,245
Total consumer loans	$ 4,608	$ 6,270	$ 6,335	$ 5,577	$ 1,442	$ 4,383	$ 4,741	$ 77	$ 63	$ 33,496
Total Loans	$ 16,042	$ 20,029	$ 14,395	$ 9,423	$ 3,650	$ 8,728	$ 25,943	$ 77	$ 92	$ 98,379

(1) These amounts consist of fees that are not allocated at the loan level and loans serviced by third parties wherein Regions does not receive FICO or vintage information.
(2) Other consumer class includes overdrafts which are included in the current vintage year.

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The following tables present gross charge-offs by vintage year as of March 31, 2024 and 2023.

	March 31, 2024							
	Term Loans						Revolving Loans	Total
	2024	2023	2022	2021	2020	Prior		
	(In millions)							
Commercial and industrial	$ 5	$ 23	$ 17	$ 5	$ 2	$ 7	$ 3	$ 62
Total commercial	5	23	17	5	2	7	3	62
Commercial investor real estate mortgage	—	—	—	5	—	—	—	5
Total investor real estate	—	—	—	5	—	—	—	5
Residential first mortgage	—	—	—	—	—	1	—	1
Home equity lines	—	—	—	—	—	—	1	1
Consumer credit card	—	—	—	—	—	—	16	16
Other consumer—exit portfolios	—	—	—	—	—	1	—	1
Other consumer(1)	6	16	20	6	3	4	—	55
Total consumer	6	16	20	6	3	6	17	74
Total gross charge-offs	$ 11	$ 39	$ 37	$ 16	$ 5	$ 13	$ 20	$ 141

	March 31, 2023							
	Term Loans						Revolving Loans	Total
	2023	2022	2021	2020	2019	Prior		
	(In millions)							
Commercial and industrial	$ —	$ 13	$ 21	$ 3	$ 5	$ 5	$ 2	$ 49
Total commercial	—	13	21	3	5	5	2	49
Home equity lines	—	—	—	—	—	—	1	1
Consumer credit card	—	—	—	—	—	—	12	12
Other consumer—exit portfolios	—	—	—	—	2	3	—	5
Other consumer(1)	4	17	8	4	2	3	—	38
Total consumer	4	17	8	4	4	6	13	56
Total gross charge-offs	$ 4	$ 30	$ 29	$ 7	$ 9	$ 11	$ 15	$ 105

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(1) Other consumer class includes overdraft gross charge-offs. The majority of overdraft gross charge-offs for the three months ended March 31, 2024 and 2023 are included in the current vintage year.

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AGING AND NON-ACCRUAL ANALYSIS

The following tables include an aging analysis of DPD and loans on non-accrual status for each portfolio segment and class as of March 31, 2024 and December 31, 2023. Loans on non-accrual status with no related allowance totaled $237 million and $280 million comprised of commercial and investor real estate loans at March 31, 2024 and December 31, 2023, respectively. Non–accrual loans with no related allowance typically include loans where the underlying collateral is deemed sufficient to recover all remaining principal. Loans that have been fully charged-off do not appear in the tables below.

	March 31, 2024						
	Accrual Loans						
	30-59 DPD	60-89 DPD	90+ DPD	Total 30+ DPD	Total Accrual	Non-accrual	Total
	(In millions)						
Commercial and industrial	$ 38	$ 17	$ 7	$ 62	$ 49,145	$ 556	$ 49,701
Commercial real estate mortgage—owner-occupied	4	4	—	8	4,748	40	4,788
Commercial real estate construction—owner-occupied	1	—	—	1	296	10	306
Total commercial	43	21	7	71	54,189	606	54,795
Commercial investor real estate mortgage	—	—	—	—	6,181	241	6,422
Commercial investor real estate construction	—	—	—	—	2,341	—	2,341
Total investor real estate	—	—	—	—	8,522	241	8,763
Residential first mortgage	91	59	113	263	20,177	22	20,199
Home equity lines	20	8	19	47	3,124	31	3,155
Home equity loans	9	4	7	20	2,409	6	2,415
Consumer credit card	10	8	19	37	1,314	—	1,314
Other consumer—exit portfolios	1	1	—	2	28	—	28
Other consumer	45	25	26	96	6,193	—	6,193
Total consumer	176	105	184	465	33,245	59	33,304
	$ 219	$ 126	$ 191	$ 536	$ 95,956	$ 906	$ 96,862

	December 31, 2023						
	Accrual Loans						
	30-59 DPD	60-89 DPD	90+ DPD	Total 30+ DPD	Total Accrual	Non-accrual	Total
	(In millions)						
Commercial and industrial	$ 43	$ 21	$ 11	$ 75	$ 50,394	$ 471	$ 50,865
Commercial real estate mortgage—owner-occupied	3	2	—	5	4,851	36	4,887
Commercial real estate construction—owner-occupied	—	1	—	1	273	8	281
Total commercial	46	24	11	81	55,518	515	56,033
Commercial investor real estate mortgage	—	—	23	23	6,372	233	6,605
Commercial investor real estate construction	—	—	—	—	2,245	—	2,245
Total investor real estate	—	—	23	23	8,617	233	8,850
Residential first mortgage	104	48	95	247	20,185	22	20,207
Home equity lines	17	10	20	47	3,192	29	3,221
Home equity loans	10	4	7	21	2,433	6	2,439
Consumer credit card	11	8	20	39	1,341	—	1,341
Other consumer—exit portfolios	2	1	—	3	43	—	43
Other consumer	60	31	29	120	6,245	—	6,245
Total consumer	204	102	171	477	33,439	57	33,496
	$ 250	$ 126	$ 205	$ 581	$ 97,574	$ 805	$ 98,379

At March 31, 2024 and December 31, 2023, the Company had collateral-dependent commercial loans of $348 million and $220 million, respectively. At March 31, 2024 and December 31, 2023, the Company had collateral-dependent investor real estate loans of $203 million and $92 million, respectively. The collateral for commercial and investor real estate loans generally consists of business assets including real estate, receivables and equipment. At March 31, 2024 and December 31, 2023, the Company had collateral-dependent residential mortgage and home equity loans and lines totaling $108 million and $93 million, respectively. The collateral for these loans consists of residential real estate.

MODIFICATIONS TO BORROWERS EXPERIENCING FINANCIAL DIFFICULTY

The majority of Regions' commercial and investor real estate modifications to troubled borrowers are the result of renewals of classified loans wherein there has been an interest rate reduction and/or maturity extension (that is considered other than insignificant). Similarly, Regions works to meet the individual needs of troubled consumer borrowers 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. Modifications may be offered to any borrower experiencing financial hardship regardless of the borrower's payment status. Consumer modifications to troubled borrowers primarily involve an interest rate reduction and/or a payment deferral or maturity extension that is considered other than insignificant. All CAP modifications that involve an interest rate reduction, principal forgiveness, other than insignificant payment deferral or term extension and/or a combination of these are disclosed as modifications to troubled borrowers because the customer documents a financial hardship in order to participate. Refer to Note 1 "Summary of Significant Accounting Policies" in the Annual Report on Form 10-K for the year ended December 31, 2023 for additional information regarding the Company's modifications to troubled borrowers.

For each portfolio segment and class, the following tables present the end of period balances of new modifications to troubled borrowers and the related percentage of the loan portfolio period-end balance by the type of modification that occurred in the three months ended March 31, 2024 and March 31, 2023.

	Three Months Ended March 31, 2024					
	Term Extension		Term Extension and Interest Rate Modification		Total	
	$	%[1]	$	%[1]	$	%[1]
	(Dollars in millions)					
Commercial and industrial	$ 40	0.08 %	$ —	— %	$ 40	0.08 %
Commercial real estate mortgage—owner-occupied	1	0.01 %	—	— %	1	0.01 %
Total commercial	41	0.07 %	—	— %	41	0.07 %
Commercial investor real estate mortgage	100	1.56 %	—	— %	100	1.56 %
Total investor real estate	100	1.14 %	—	— %	100	1.14 %
Residential first mortgage	39	0.19 %	1	0.01 %	40	0.20 %
Home equity lines	—	— %	1	0.02 %	1	0.03 %
Home equity loans	1	0.04 %	2	0.08 %	3	0.12 %
Total consumer	40	0.12 %	4	0.01 %	44	0.13 %
	$ 181	0.19 %	$ 4	— %	$ 185	0.19 %

	Three Months Ended March 31, 2023							
	Term Extension		Payment Deferral		Term Extension and Interest Rate Modification		Total	
	$	%[1]	$	%[1]	$	%[1]	$	%[1]
	(Dollars in millions)							
Commercial and industrial	$ 18	0.03 %	$ 164	0.32 %	$ —	— %	$ 182	0.35 %
Commercial real estate mortgage—owner-occupied	2	0.04 %	—	— %	—	— %	2	0.05 %
Commercial real estate construction—owner-occupied	1	0.17 %	—	— %	—	— %	1	0.17 %
Total commercial	21	0.04 %	164	0.29 %	—	— %	185	0.32 %
Residential first mortgage	22	0.12 %	—	— %	2	0.01 %	24	0.13 %
Home equity lines	1	0.02 %	—	— %	—	— %	1	0.03 %
Home equity loans	1	0.04 %	—	— %	1	0.06 %	2	0.09 %
Total consumer	24	0.07 %	—	— %	3	0.01 %	27	0.09 %
	$ 45	0.05 %	$ 164	0.17 %	$ 3	— %	$ 212	0.22 %

(1) Amounts calculated based upon whole dollar values.

The end of period balance of unfunded commitments related to modifications to troubled borrowers in both the three months ended March 31, 2024 and 2023 was immaterial.

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The following tables present the financial impact of modifications to troubled borrowers during the three months ended March 31, 2024 and 2023 by portfolio segment, class of financing receivable, and the type of modification. The tables include new modifications to troubled borrowers, as well as renewals of existing modifications to troubled borrowers.

	Three Months Ended March 31, 2024		
	Term Extension	Term Extension and Interest Rate Modification	
	Weighted-Average Term Extension	Weighted-Average Term Extension	Weighted-Average Reduction in Interest Rate
	(In years, except for percentage data)		
Commercial and industrial	1	—	—
Commercial real estate mortgage—owner-occupied	0.67	—	—
Commercial investor real estate mortgage	0.58	—	—
Residential first mortgage	6	9	less than 1%
Home equity lines	—	19	2 %
Home equity loans	12	25	2 %

	Three Months Ended March 31, 2023			
	Term Extension	Payment Deferral	Term Extension and Interest Rate Modification	
	Weighted-Average Term Extension	Weighted-Average Payment Deferral	Weighted-Average Term Extension	Weighted-Average Reduction in Interest Rate
	(In years, except for percentage data)			
Commercial and industrial	0.42	0.17	—	—
Commercial real estate mortgage—owner-occupied	0.50	—	—	—
Commercial real estate construction—owner-occupied	0.42	—	—	—
Residential first mortgage	5	—	7	1 %
Home equity lines	20	—	—	—
Home equity loans	11	—	17	2 %

In addition to the financial impacts in the table above, during the three months ended March 31, 2023 there were instances of commercial and industrial payment deferrals in which the amortization period was doubled to maturity.

The following tables include the end of period balances of aging and non-accrual performance for modifications to troubled borrowers modified in the previous twelve-month period by portfolio segment and class.

	March 31, 2024				
	Current	30-89 DPD	90+ DPD	Non-Performing Loans	Total
	(In millions)				
Commercial and industrial	$ 161	$ —	$ —	$ 184	$ 345
Commercial real estate mortgage—owner-occupied	1	—	—	1	2
Total commercial	162	—	—	185	347
Commercial investor real estate mortgage	192	—	—	108	300
Total investor real estate	192	—	—	108	300
Residential first mortgage	87	13	8	5	113
Home equity lines	4	—	—	—	4
Home equity loans	6	1	—	2	9
Total consumer	97	14	8	7	126
	$ 451	$ 14	$ 8	$ 300	$ 773

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	March 31, 2023				
	Current	30-89 DPD	90+ DPD	Non-Performing Loans	Total
	(In millions)				
Commercial and industrial	$ 169	$ —	$ —	$ 13	$ 182
Commercial real estate mortgage—owner-occupied	2	—	—	—	2
Commercial real estate construction—owner-occupied	—	—	—	1	1
Total commercial	171	—	—	14	185
Residential first mortgage	23	—	—	1	24
Home equity lines	1	—	—	—	1
Home equity loans	2	—	—	—	2
Total consumer	26	—	—	1	27
	$ 197	$ —	$ —	$ 15	$ 212

For modifications to troubled borrowers, a subsequent payment default is defined in terms of delinquency, when a principal or interest payment is 90 days past due or classified as non-accrual status during the reporting period. As of March 31, 2024, subsequent defaults of the loans restructured as a modification to a troubled borrower during the twelve-month period ended March 31, 2024 totaled $79 million.

NOTE 5. 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:

	Three Months Ended March 31	
	2024	2023
	(In millions)	
Carrying value, beginning of year	$ 906	$ 812
Additions	5	4
Purchases [1]	125	10
Increase (decrease) in fair value[2]:		
Due to change in valuation inputs or assumptions	19	(12)
Economic amortization associated with borrower repayments [3]	(29)	(24)
Carrying value, end of year	$ 1,026	$ 790

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(1) Purchases of residential MSRs can be structured with cash hold back provisions, therefore the timing of payment may be made in future periods.
(2) Included in mortgage income. Amounts presented exclude offsetting impact from related derivatives.
(3) Includes both total loan payoffs as well as partial paydowns. Regions' MSR decay methodology is a discounted net cash flow approach.

Data and assumptions used in the fair value calculation, as well as the valuation's sensitivity to rate fluctuations, related to residential MSRs (excluding related derivative instruments):

	March 31	
	2024	2023
	(Dollars in millions)	
Unpaid principal balance	$ 69,708	$ 54,557
Weighted-average CPR (%)	8.2 %	7.7 %
Estimated impact on fair value of a 10% increase	$ (46)	$ (43)
Estimated impact on fair value of a 20% increase	$ (89)	$ (84)
Option-adjusted spread (basis points)	486	546
Estimated impact on fair value of a 10% increase	$ (22)	$ (19)
Estimated impact on fair value of a 20% increase	$ (44)	$ (38)
Weighted-average coupon interest rate	3.7 %	3.6 %
Weighted-average remaining maturity (months)	302	306
Weighted-average servicing fee (basis points)	27.1	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 MSRs 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.

Servicing related fees, which include contractually specified servicing fees, late fees and other ancillary income resulting from the servicing of residential mortgage loans totaled $44 million and $38 million for the three months ended March 31, 2024 and 2023, respectively.

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 MSRs and intangible assets associated with the DUS license, and assumes a loss share guarantee associated with the loans. See Note 1 "Summary of Significant Accounting Policies" in the Annual Report on Form 10-K for the year ended December 31, 2023 for additional information. Also see Note 12 for additional information related to the guarantee.

Regions' DUS portfolio of MSRs totaled $85 million and $87 million at March 31, 2024 and December 31, 2023, respectively. Regions periodically evaluates DUS MSRs for impairment based on fair value. The estimated fair value of the DUS MSRs was approximately $112 million at March 31, 2024 and $109 million at December 31, 2023.

Servicing related fees in connection with the DUS program, which include contractually specified servicing fees, late fees and other ancillary income resulting from the servicing of DUS commercial mortgage loans totaled $5 million for both the three months ended March 31, 2024 and 2023.

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NOTE 6. SHAREHOLDERS' EQUITY AND ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

PREFERRED STOCK

The following table presents a summary of the non-cumulative perpetual preferred stock:

	Issuance Date	Earliest Redemption Date	Dividend Rate [1]	Liquidation Amount	Liquidation preference per Share	Liquidation preference per Depositary Share	Ownership Interest per Depositary Share	Shares Issued and Outstanding	March 31, 2024 Carrying Amount	December 31, 2023 Carrying Amount
	(Dollars in millions, except for share and per share amounts)									
Series B	4/29/2014	9/15/2024	6.375 % [2]	$ 500	$ 1,000	$ 25	1/40th	500,000	$ 433	$ 433
Series C	4/30/2019	5/15/2029	5.700 % [3]	500	1,000	25	1/40th	500,000	490	490
Series D	6/5/2020	9/15/2025	5.750 % [4]	350	100,000	1,000	1/100th	3,500	346	346
Series E	5/4/2021	6/15/2026	4.450 %	400	1,000	25	1/40th	400,000	390	390
				$ 1,750				1,403,500	$ 1,659	$ 1,659

(1) Dividends on all series of preferred stock, if declared, accrue and are payable quarterly in arrears.
(2) 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 CME Term SOFR plus 3.536%.
(3) 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 CME Term SOFR plus 3.148%.
(4) Dividends, if declared, will be paid quarterly at an annual rate equal to (i) for each period beginning prior to September 15, 2025, 5.750%, and (ii) for each period beginning on or after September 15, 2025, the five-year treasury rate as of the most recent reset dividend determination date plus 5.426%.

All series of preferred stock have 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, at any time following a regulatory capital treatment event for the Series B, Series C, Series D, and Series E preferred stock.

The Board of Directors declared a total of $25 million and $24 million in cash dividends on all series of preferred stock during the first three months of 2024 and 2023, respectively.

In the event Series B, Series C, Series D or Series E preferred shares are redeemed at the liquidation amounts, $67 million, $10 million, $4 million, or $10 million in excess of the redemption amount over the carrying amount will be recognized, respectively. 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 common shareholders' equity. The remaining amounts listed represent issuance costs that were recorded as reductions to preferred stock, including related surplus, and will be recorded as reductions to net income available to common shareholders.

COMMON STOCK

As a Category IV bank, Regions was not required to participate in the 2023 supervisory capital stress test; however, the Company did receive its SCB reflecting planned capital changes including plans to increase its common stock dividend. From the fourth quarter of 2023 through the third quarter of 2024, the Company's SCB will remain at 2.5 percent.

On April 20, 2022, the Board authorized the repurchase of up to $2.5 billion of the Company's common stock, permitting purchases from the second quarter of 2022 through the fourth quarter of 2024. As of March 31, 2024, Regions had repurchased approximately 23 million shares of common stock at a total cost of $369 million under this plan. All of these shares were immediately retired upon repurchase and therefore were not included in treasury stock.

Regions declared $0.24 per share in cash dividends for the first quarter 2024 as compared to $0.20 per share for the first quarter 2023.

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ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables present the balances and activity in AOCI on a pre-tax and net of tax basis for the three months ended March 31, 2024 and 2023 :

	Three Months Ended March 31, 2024		
	Pre-tax AOCI Activity	Tax Effect [1]	Net AOCI Activity
		(In millions)	
Total accumulated other comprehensive income (loss), beginning of period	$ (3,773)	$ 961	$ (2,812)
Unrealized losses on securities transferred to held to maturity:			
Beginning balance	$ (9)	$ 1	$ (8)
Reclassification adjustments for amortization on unrealized losses [2]	—	—	—
Ending balance	$ (9)	$ 1	$ (8)
Unrealized gains (losses) on securities available for sale:			
Beginning balance	$ (2,759)	$ 703	$ (2,056)
Unrealized gains (losses) arising during the period	(318)	81	(237)
Reclassification adjustments for securities (gains) losses realized in net income [3]	50	(13)	37
Change in AOCI from securities available for sale activity in the period	(268)	68	(200)
Ending balance	$ (3,027)	$ 771	$ (2,256)
Unrealized gains (losses) on derivative instruments designated as cash flow hedges:			
Beginning balance	$ (399)	$ 102	$ (297)
Unrealized gains (losses) on derivatives arising during the period	(407)	104	(303)
Reclassification adjustments for (gains) losses realized in net income [2]	117	(30)	87
Change in AOCI from derivative activity in the period	(290)	74	(216)
Ending balance	$ (689)	$ 176	$ (513)
Defined benefit pension plans and other post employment benefit plans:			
Beginning balance	$ (606)	$ 155	$ (451)
Reclassification adjustments for amortization of actuarial (gains) losses and settlements realized in net income [4]	6	(2)	4
Ending balance	$ (600)	$ 153	$ (447)
Total other comprehensive income (loss)	(552)	140	(412)
Total accumulated other comprehensive income (loss), end of period	$ (4,325)	$ 1,101	$ (3,224)

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	Three Months Ended March 31, 2023		
	Pre-tax AOCI Activity	Tax Effect [(1)]	Net AOCI Activity
	(In millions)		
Total accumulated other comprehensive income (loss), beginning of period	$ (4,481)	$ 1,138	$ (3,343)
Unrealized losses on securities transferred to held to maturity:			
Beginning balance	$ (11)	$ 2	$ (9)
Reclassification adjustments for amortization on unrealized losses [(2)]	—	—	—
Ending balance	$ (11)	$ 2	$ (9)
Unrealized gains (losses) on securities available for sale:			
Beginning balance	$ (3,433)	$ 872	$ (2,561)
Unrealized gains (losses) arising during the period	447	(114)	333
Reclassification adjustments for securities (gains) losses realized in net income [(3)]	2	—	2
Change in AOCI from securities available for sale activity in the period	449	(114)	335
Ending balance	$ (2,984)	$ 758	$ (2,226)
Unrealized gains (losses) on derivative instruments designated as cash flow hedges:			
Beginning balance	$ (468)	$ 119	$ (349)
Unrealized gains (losses) on derivatives arising during the period	198	(50)	148
Reclassification adjustments for (gains) losses realized in net income [(2)]	15	(4)	11
Change in AOCI from derivative activity in the period	213	(54)	159
Ending balance	$ (255)	$ 65	$ (190)
Defined benefit pension plans and other post employment benefit plans:			
Beginning balance	$ (569)	$ 145	$ (424)
Reclassification adjustments for amortization of actuarial (gains) losses and settlements realized in net income [(4)]	7	(2)	5
Ending balance	$ (562)	$ 143	$ (419)
Total other comprehensive income (loss)	669	(170)	499
Total accumulated other comprehensive income (loss), end of period	$ (3,812)	$ 968	$ (2,844)

(1) The impact of all AOCI activity is shown net of the related tax impact, calculated using an effective tax rate of approximately 25 percent.
(2) Reclassification amount is recognized in net interest income in the consolidated statements of income.
(3) Reclassification amount is recognized in securities gains (losses), net in the consolidated statements of income.
(4) Reclassification amount is recognized in other non-interest expense in the consolidated statements of income. Additionally, these accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost (see Note 8 for additional details).

NOTE 7. EARNINGS PER COMMON SHARE

The following table sets forth the computation of basic earnings per common share and diluted earnings per common share:

	Three Months Ended March 31	
	2024	2023
	(In millions, except per share data)	
Numerator:		
Net income	$ 368	$ 612
Preferred stock dividends	(25)	(24)
Net income available to common shareholders	$ 343	$ 588
Denominator:		
Weighted-average common shares outstanding—basic	$ 921	$ 935
Potential common shares	2	7
Weighted-average common shares outstanding—diluted	$ 923	$ 942
Earnings per common share:		
Basic	$ 0.37	$ 0.63
Diluted	0.37	0.62

The effects from the assumed exercise of 5 million and 3 million in restricted stock units and awards and performance stock units for the three months ended March 31, 2024 and March 31, 2023, respectively, were 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.

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NOTE 8. PENSION AND OTHER POSTRETIREMENT BENEFITS

Regions' defined benefit pension plans cover certain employees as the pension plans are closed to new entrants. 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.

Net periodic pension cost (benefit) included the following components:

	Three Months Ended March 31					
	Qualified Plans		Non-qualified Plans		Total	
	2024	2023	2024	2023	2024	2023
	(In millions)					
Service cost	$ 6	$ 5	$ —	$ —	$ 6	$ 5
Interest cost	20	21	1	2	21	23
Expected return on plan assets	(31)	(30)	—	—	$ (31)	(30)
Amortization of actuarial loss	5	6	1	1	6	7
Net periodic pension (benefit) cost	$ —	$ 2	$ 2	$ 3	$ 2	$ 5

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.

Regions' funding policy for the qualified plans is to contribute annually at least the amount required by IRS minimum funding standards. Regions made no contributions during the first three months of 2024.

Regions also provides other postretirement benefits, such as defined benefit health care plans and life insurance plans, that cover certain retired employees. There was no material impact from other postretirement benefits on the consolidated financial statements for the three months ended March 31, 2024 or 2023.

NOTE 9. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

The following tables present the notional amount and estimated fair value of derivative instruments.

	March 31, 2024			December 31, 2023		
	Notional Amount(1)	Estimated Fair Value		Notional Amount	Estimated Fair Value	
		Gain(1)	Loss(1)		Gain(1)	Loss(1)
	(In millions)					
Derivatives in fair value hedging relationships:						
Interest rate swaps	$ 2,985	$ 3	$ 126	$ 2,975	$ 1	$ 121
Derivatives in cash flow hedging relationships:						
Interest rate swaps	31,050	4	809	29,550	43	580
Interest rate options	2,000	10	9	2,000	21	13
Total derivatives in cash flow hedging relationships	33,050	14	818	31,550	64	593
Total derivatives designated as hedging instruments	$ 36,035	$ 17	$ 944	$ 34,525	$ 65	$ 714
Derivatives not designated as hedging instruments:						
Interest rate swaps	$ 101,364	$ 1,958	$ 1,934	$ 99,892	$ 1,769	$ 1,718
Interest rate options	12,288	66	53	13,497	66	57
Interest rate futures and forward commitments	1,195	10	1	655	7	12
Other contracts	11,741	180	164	12,007	198	190
Total derivatives not designated as hedging instruments	$ 126,588	$ 2,214	$ 2,152	$ 126,051	$ 2,040	$ 1,977
Total derivatives	$ 162,623	$ 2,231	$ 3,096	$ 160,576	$ 2,105	$ 2,691
Total gross derivative instruments, before netting		$ 2,231	$ 3,096		$ 2,105	$ 2,691
Less: Netting adjustments (2)		2,160	1,802		2,029	1,560
Total gross derivative instruments, after netting		$ 71	$ 1,294		$ 76	$ 1,131

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(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. Includes accrued interest as applicable. The table reflects net notional presentation and gross asset and liability presentation to capture the economic impact of the trades.

(2) Netting adjustments represent amounts recorded to convert derivative assets and derivative liabilities from a gross basis to a net basis in accordance with applicable accounting guidance. The net basis takes into account the impact of cash collateral received or posted, legally enforceable master netting agreements, and variation margin that allow Regions to settle derivative contracts with the counterparty on a net basis and to offset the net position with the related cash collateral. Cash collateral, all of which is included as a netting adjustment, totaled $247 million and $243 million for derivative assets at

March 31, 2024 and December 31, 2023, respectively. Cash collateral totaled $46 million and $43 million for derivative liabilities at March 31, 2024 and December 31, 2023, respectively.

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. See Note 1 "Summary of Significant Accounting Policies" in the Annual Report on Form 10-K for the year ended December 31, 2023 for additional information regarding accounting policies for derivatives.

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 and time deposits. These agreements involve the receipt of fixed-rate amounts in exchange for floating-rate interest payments over the life of the agreements. Regions also enters into interest rate swap agreements to manage interest rate exposure on certain of the Company's fixed-rate prepayable and non-prepayable debt securities available for sale. 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 swaps, options (e.g., floors, caps and collars), and agreements with a combination of these instruments to manage overall cash flow changes related to interest rate risk exposure on variable rate loans. The agreements effectively modify the Company's exposure to interest rate risk by utilizing receive fixed/pay SOFR interest rate swaps and interest rate options. As of March 31, 2024, Regions was hedging its exposure to the variability in future cash flows into 2031.

As of March 31, 2024, cash flow hedges were held at a pre-tax net loss of $689 million, which includes pre-tax net gains of $70 million related to terminated cash flow floors and swaps. Regions expects to reclassify into earnings approximately $360 million in pre-tax expenses due to the net receipt/ payment of interest and amortization on all cash flow hedges within the next twelve months. Included in this amount is $50 million in pre-tax net gains related to the amortization of terminated cash flow floors and swaps.

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:

	Three Months Ended March 31, 2024			
	Interest Income	Interest Income	Interest Expense	Interest Expense
	Debt securities	Loans, including fees	Long-term borrowings	Deposits
	(In millions)			
Total income (expense) presented in the consolidated statements of income	$ 209	$ 1,421	$ (44)	$ (495)
Gains/(losses) on fair value hedging relationships:				
Interest rate contracts:				
Amounts related to interest settlements on derivatives	$ 3	$ —	$ (17)	$ —
Recognized on derivatives	6	—	(4)	(1)
Recognized on hedged items	(7)	—	4	1
Income (expense) recognized on fair value hedges	$ 2	$ —	$ (17)	$ —
Gains/(losses) on cash flow hedging relationships: [1]				
Interest rate contracts:				
Realized gains (losses) reclassified from AOCI into net income [2]	$ —	$ (117)	$ —	$ —
Income (expense) recognized on cash flow hedges	$ —	$ (117)	$ —	$ —

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	Three Months Ended March 31, 2023		
	Interest Income	Interest Income	Interest Expense
	Debt securities	Loans, including fees	Long-term borrowings
	(In millions)		
Total income (expense) presented in the consolidated statements of income	$ 187	$ 1,360	$ (40)
Gains/(losses) on fair value hedging relationships:			
Interest rate contracts:			
Amounts related to interest settlements on derivatives	$ —	$ —	$ (14)
Recognized on derivatives	—	—	23
Recognized on hedged items	—	—	(23)
Income (expense) recognized on fair value hedges	$ —	$ —	$ (14)
Gains/(losses) on cash flow hedging relationships: (1)			
Interest rate contracts:			
Realized gains (losses) reclassified from AOCI into net income (2)	$ —	$ (15)	$ —
Income (expense) recognized on cash flow hedges	$ —	$ (15)	$ —

(1) See Note 6 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.

	March 31, 2024		December 31, 2023	
	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(1)(2)	$ 1,624	$ (1)	$ 1,653	$ 5
Long-term borrowings	(1,282)	116	(1,286)	112
Time deposits	(261)	1	(252)	—

(1) At March 31, 2024 and December 31, 2023, the Company designated interest rate swaps as fair value hedges of debt securities available for sale under the portfolio layer method under which the Company designated $1.0 billion as the hedged amount from a closed portfolio of prepayable financial assets with a carrying amount of $1.3 billion.
(2) Carrying amount represents amortized cost.

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 March 31, 2024 and December 31, 2023, Regions had $188 million and $124 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 March 31, 2024 and December 31, 2023, Regions had $363 million and $267 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 elected to account for residential MSRs at fair value with any changes to fair value recorded in mortgage income. Concurrent with the election to use the fair value measurement method, Regions uses 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 March 31, 2024 and December 31, 2023, the total notional amount related to these contracts was $3.6 billion and $3.3 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 periods presented below:

Derivatives Not Designated as Hedging Instruments	Three Months Ended March 31 2024	2023
	(In millions)	
Capital markets income:		
Interest rate swaps	$ 9	$ (28)
Interest rate options	9	9
Interest rate futures and forward commitments	8	4
Other contracts	6	(2)
Total capital markets income	32	(17)
Mortgage income:		
Interest rate swaps	(15)	7
Interest rate options	1	3
Interest rate futures and forward commitments	10	(1)
Total mortgage income	(4)	9
	$ 28	$ (8)

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 2024 and 2029. Swap participations, whereby Regions has sold credit protection have maturities between 2024 and 2035. 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 March 31, 2024 was approximately $448 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 March 31, 2024 and 2023 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.

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 March 31, 2024 and December 31, 2023, were $40 million and $29 million, respectively, for which Regions had posted collateral of $37 million and $32 million, respectively, in the normal course of business.

NOTE 10. FAIR VALUE MEASUREMENTS

See Note 1 "Summary of Significant Accounting Policies" to the consolidated financial statements of the Annual Report on Form 10-K for the year ended December 31, 2023 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:

	March 31, 2024				December 31, 2023			
	Level 1	Level 2	Level 3 (1)	Total Estimated Fair Value	Level 1	Level 2	Level 3 (1)	Total Estimated Fair Value
	(In millions)							
Recurring fair value measurements								
Debt securities available for sale:								
U.S. Treasury securities	$ 1,110	$ —	$ —	$ 1,110	$ 1,223	$ —	$ —	$ 1,223
Federal agency securities	—	545	—	545	—	1,043	—	1,043
Obligations of states and political subdivisions	—	2	—	2	—	2	—	2
Mortgage-backed securities:								
Residential agency	—	18,350	—	18,350	—	17,372	—	17,372
Commercial agency	—	6,777	—	6,777	—	7,307	—	7,307
Commercial non-agency	—	82	—	82	—	83	—	83
Corporate and other debt securities	—	1,012	3	1,015	—	1,073	1	1,074
Total debt securities available for sale	$ 1,110	$ 26,768	$ 3	$ 27,881	$ 1,223	$ 26,880	$ 1	$ 28,104
Loans held for sale	$ —	$ 259	$ —	$ 259	$ —	$ 201	$ —	$ 201
Marketable equity securities in other earning assets	$ 747	$ —	$ —	$ 747	$ 813	$ —	$ —	$ 813
Residential mortgage servicing rights	$ —	$ —	$ 1,026	$ 1,026	$ —	$ —	$ 906	$ 906
Derivative assets (2):								
Interest rate swaps	$ —	$ 1,965	$ —	$ 1,965	$ —	$ 1,813	$ —	$ 1,813
Interest rate options	—	66	10	76	—	83	4	87
Interest rate futures and forward commitments	—	10		10	—	7	—	7
Other contracts	—	180	—	180		198	—	198
Total derivative assets	$ —	$ 2,221	$ 10	$ 2,231	$ —	$ 2,101	$ 4	$ 2,105
Derivative liabilities (2):								
Interest rate swaps	$ —	$ 2,869	$ —	$ 2,869	$ —	$ 2,419	$ —	$ 2,419
Interest rate options	—	62	—	62	—	70	—	70
Interest rate futures and forward commitments	—	1	—	1	—	12	—	12
Other contracts	—	164	—	164	—	189	1	190
Total derivative liabilities	$ —	$ 3,096	$ —	$ 3,096	$ —	$ 2,690	$ 1	$ 2,691

(1) All following disclosures related to Level 3 recurring assets do not include those deemed to be immaterial at March 31, 2024 and December 31, 2023.
(2) As permitted under U.S. GAAP, variation margin collateral payments made or received for derivatives that are centrally cleared are legally characterized as settled. As such, these derivative assets and derivative liabilities and the related variation margin collateral are presented on a net basis on the balance sheet.

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. See Note 5 for a reconciliation of beginning and ending balances of residential MSRs for the three months ended March 31, 2024 and 2023.

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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 5 .

The following tables present detailed information regarding material assets and liabilities measured at fair value using significant unobservable inputs (Level 3) as of March 31, 2024 and December 31, 2023. 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 March 31, 2024 and December 31, 2023 are included. Following the tables are descriptions of the valuation techniques and the sensitivity of the techniques to changes in the significant unobservable inputs.

	March 31, 2024			
	Level 3 Estimated Fair Value	**Valuation Technique**	**Unobservable Input(s)**	**Quantitative Range of Unobservable Inputs and (Weighted-Average)**
	(Dollars in millions)			
Recurring fair value measurements:				
Residential mortgage servicing rights [(1)]	$1,026	Discounted cash flow	Weighted-average CPR (%)	3.9% - 28.0% (8.2%)
			OAS (%)	4.6% - 8.2% (4.9%)

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(1) See Note 5 for additional disclosures related to assumptions used in the fair value calculation for residential mortgage servicing rights.

	December 31, 2023			
	Level 3 Estimated Fair Value	**Valuation Technique**	**Unobservable Input(s)**	**Quantitative Range of Unobservable Inputs and (Weighted-Average)**
	(Dollars in millions)			
Recurring fair value measurements:				
Residential mortgage servicing rights [(1)]	$906	Discounted cash flow	Weighted-average CPR (%)	5.6% - 21.5% (8.2%)
			OAS (%)	4.5% -8.2% (4.8%)

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(1) See Note 6 to the consolidated financial statements of the Annual Report on Form 10-K for the year ended December 31, 2023 for additional disclosures related to assumptions used in the fair value calculation for residential mortgage servicing rights.

FAIR VALUE OPTION

The Company has elected the option to measure certain commercial and industrial loans held for sale at fair value, as these loans are actively traded in the secondary market. The Company is able to obtain fair value estimates for substantially all of these loans through a third party valuation service that is broadly used by market participants. While most of the loans are traded in the market, the volume and level of trading activity is subject to variability and the loans are not exchange-traded. The balance of these loans held for sale was immaterial at March 31, 2024 and December 31, 2023.

Regions has elected the fair value option for all eligible agency residential first mortgage loans originated with the intent to sell. This election allows 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. Fair values of residential first 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. At March 31, 2024, the aggregate fair value of these loans totaled $232 million compared to aggregate unpaid principal of $227 million. At December 31, 2023, the aggregate fair value of these loans totaled $184 million compared to aggregate unpaid principal of $177 million.

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. The following details net gains and losses resulting from changes in fair value of residential mortgage loans held for sale, which were recorded in mortgage income in the consolidated statements of income during the three months ended March 31, 2024 and 2023. A net loss resulting from changes in fair value of residential mortgage loans held for sale totaled $2 million during the three months ended March 31, 2024. A net gain resulting from changes in fair value of residential mortgage loans held for sale totaled $2 million during the three months ended March 31, 2023. These changes in fair

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value are mostly offset by economic hedging activities. An immaterial portion of these amounts was attributable to changes in instrument-specific credit risk.

NON-RECURRING FAIR VALUE MEASUREMENTS

Items measured at fair value on a non-recurring basis include loans held for sale for which the fair value option has not been elected, foreclosed property and other real estate and equity investments without a readily determinable fair value; all of which may be considered either Level 2 or Level 3 valuation measurements. Non-recurring fair value adjustments related to loans held for sale, foreclosed property and other real estate are typically a result of the application of lower of cost or fair value accounting during the period. Non-recurring fair value adjustments related to equity investments without readily determinable fair values are the result of impairments or price changes from observable transactions. The balances of each of these assets, as well as the related fair value adjustments during the periods, were immaterial at both March 31, 2024 and December 31, 2023.

FAIR VALUE OF FINANCIAL INSTRUMENTS

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 March 31, 2024 are as follows:

	March 31, 2024				
	Carrying Amount	Estimated Fair Value(1)	Level 1	Level 2	Level 3
	(In millions)				
Financial assets:					
Cash and cash equivalents	$ 11,250	$ 11,250	$ 11,250	$ —	$ —
Debt securities held to maturity	743	701	—	701	—
Debt securities available for sale	27,881	27,881	1,110	26,768	3
Loans held for sale	417	417	—	414	3
Loans (excluding leases), net of unearned income and allowance for loan losses(2)(3)	93,557	89,366	—	—	89,366
Other earning assets	1,478	1,478	747	731	—
Derivative assets	2,231	2,231	—	2,221	10
Financial liabilities:					
Derivative liabilities	3,096	3,096	—	3,096	—
Deposits with no stated maturity(4)	113,529	113,529	—	113,529	—
Time deposits(4)	15,453	15,391	—	15,391	—
Short-term borrowings	1,000	1,000	—	1,000	—
Long-term borrowings	3,327	3,319	—	3,318	1
Loan commitments and letters of credit	145	145	—	—	145

(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 March 31, 2024 was $4.2 billion or 4.5 percent.
(3) Excluded from this table is the sales-type, direct financing, and leveraged lease carrying amount of $1.7 billion at March 31, 2024.
(4) The fair value of non-interest-bearing demand accounts, interest-bearing checking accounts, savings accounts, and money market accounts is the amount payable on demand at the reporting date (i.e., the carrying amount) as these instruments have an indeterminate maturity date. Fair values for time deposits are estimated by using discounted cash flow analyses, based on market spreads to benchmark rates.

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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, 2023 are as follows:

	December 31, 2023				
	Carrying Amount	Estimated Fair Value(1)	Level 1	Level 2	Level 3
	(In millions)				
Financial assets:					
Cash and cash equivalents	$ 6,801	$ 6,801	$ 6,801	$ —	$ —
Debt securities held to maturity	754	716	—	716	—
Debt securities available for sale	28,104	28,104	1,223	26,880	1
Loans held for sale	400	400	—	397	3
Loans (excluding leases), net of unearned income and allowance for loan losses(2)(3)	95,141	91,352	—	—	91,352
Other earning assets	1,417	1,417	813	604	—
Derivative assets	2,105	2,105	—	2,101	4
Financial liabilities:					
Derivative liabilities	2,691	2,691	—	2,690	1
Deposits with no stated maturity(4)	112,816	112,816	—	112,816	—
Time deposits(4)	14,972	14,905	—	14,905	—
Long-term borrowings	2,330	2,319	—	2,318	1
Loan commitments and letters of credit	156	156	—	—	156

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(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, 2023 was $3.8 billion or 4.0 percent.

(3) Excluded from this table is the sales-type, direct financing, and leveraged lease carrying amount of $1.7 billion at December 31, 2023.

(4) The fair value of non-interest-bearing demand accounts, interest-bearing checking accounts, savings accounts, and money market accounts is the amount payable on demand at the reporting date (i.e., the carrying amount) as these instruments have an indeterminate maturity date. Fair values for time deposits are estimated by using discounted cash flow analyses, based on market spreads to benchmark rates.

NOTE 11. 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 in Other. Additional information about the Company's reportable segments is included in Regions' Annual Report on Form 10-K for the year ended December 31, 2023.

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 and the prior periods updated to reflect these enhancements.

The following tables present financial information for each reportable segment for the periods indicated:

	Three Months Ended March 31, 2024				
	Corporate Bank	Consumer Bank	Wealth Management	Other	Consolidated
	(In millions)				
Net interest income	$ 452	$ 692	$ 40	$ —	$ 1,184
Provision for (benefit from) credit losses	91	68	2	(9)	152
Non-interest income (loss)	218	257	120	(32)	563
Non-interest expense	321	627	110	73	1,131
Income (loss) before income taxes	258	254	48	(96)	464
Income tax expense (benefit)	65	64	12	(45)	96
Net income (loss)	$ 193	$ 190	$ 36	$ (51)	$ 368
Average assets	$ 68,941	$ 38,035	$ 2,035	$ 42,433	$ 151,444

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	Three Months Ended March 31, 2023				
	Corporate Bank	Consumer Bank	Wealth Management	Other	Consolidated
	(In millions)				
Net interest income	$ 525	$ 838	$ 54	$ —	$ 1,417
Provision for (benefit from) credit losses	80	67	2	(14)	135
Non-interest income	161	258	114	1	534
Non-interest expense	313	588	110	16	1,027
Income (loss) before income taxes	293	441	56	(1)	789
Income tax expense (benefit)	73	110	14	(20)	177
Net income	$ 220	$ 331	$ 42	$ 19	$ 612
Average assets	$ 69,093	$ 37,156	$ 2,086	$ 44,747	$ 153,082

NOTE 12. 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 is represented in unused commitments to extend credit, standby letters of credit and commercial letters of credit. Refer to Note 23 "Commitments, Contingencies and Guarantees" in the Annual Report on Form 10-K for the year ended December 31, 2023 for more information regarding these instruments.

Credit risk associated with these instruments is represented by the contractual amounts indicated in the following table:

	March 31, 2024	December 31, 2023
	(In millions)	
Unused commitments to extend credit	$ 63,676	$ 63,631
Standby letters of credit	2,082	1,997
Commercial letters of credit	78	78
Liabilities associated with standby letters of credit	31	32
Assets associated with standby letters of credit	33	34
Reserve for unfunded credit commitments	114	124

LEGAL CONTINGENCIES

Regions and its subsidiaries are routinely subject to actual or threatened legal proceedings, including litigation and regulatory matters, arising in the ordinary course of business. Litigation matters range from individual actions involving a single plaintiff to class action lawsuits and can involve claims for substantial or indeterminate alleged damages or for injunctive or other relief. Regulatory investigations and enforcement matters may involve formal or informal proceedings and other inquiries initiated by various governmental agencies, law enforcement authorities, and self-regulatory organizations, and can result in fines, penalties, restitution, changes to Regions' business practices, and other related costs, including reputational damage. At any given time, these legal proceedings are at varying stages of adjudication, arbitration, or investigation, and may relate to a variety of topics, including common law tort and contract claims, as well as statutory consumer protection-related claims, among others.

Assessment of exposure that could result from legal proceedings is complex because these proceedings often involve inherently unpredictable factors, including, but not limited to, the following: whether the proceeding is in early stages; whether damages or the amount of potential fines, penalties, and restitution 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 or other investigation has begun or is not complete; whether material facts may be disputed or unsubstantiated; whether meaningful settlement discussions have commenced; and whether the matter involves class allegations. As a result of these complexities, Regions may be unable to develop an estimate or range of loss.

Regions evaluates legal proceedings based on information currently available, including advice of counsel. Regions establishes accruals for those matters when a loss is considered probable and the related amount is reasonably estimable. Additionally, when it is practicable and reasonably possible that it may experience losses in excess of established accruals, Regions estimates possible loss contingencies. Regions currently estimates that the aggregate amount of reasonably possible

losses that it may experience, in excess of what has been accrued, is immaterial. While the final outcomes of legal proceedings are inherently unpredictable, management is currently of the opinion that the outcomes of pending and threatened matters will not have a material effect on Regions’ business, consolidated financial position, results of operations or cash flows as a whole.

As available information changes, the matters for which Regions is able to estimate, as well as the estimates themselves, will be adjusted accordingly. Regions’ estimates are subject to significant judgment and uncertainties, and the matters underlying the estimates will change from time to time. In the event of unexpected future developments, it is possible that an adverse outcome in any such matter could be material to Regions’ business, consolidated financial position, results of operations, or cash flows as a whole for any particular reporting period of occurrence.

Some of Regions’ exposure with respect to loss contingencies may be offset by applicable insurance coverage. However, in determining the amounts of any accruals or estimates of possible loss contingencies, 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.

GUARANTEES

FANNIE MAE LOSS SHARE GUARANTEE

Regions sells commercial loans to Fannie Mae through the DUS lending program and through other platforms. 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 the commercial servicing portfolio. At March 31, 2024 and December 31, 2023, the Company's DUS servicing portfolio totaled approximately $6.4 billion and $6.2 billion, respectively. Regions has additional loans sold to Fannie Mae outside of the DUS program that are also subject to a loss share guarantee and at March 31, 2024 and December 31, 2023, these serviced loans totaled approximately $580 million and $653 million, respectively. Regions' maximum quantifiable contingent liability related to all loans subject to a loss share guarantee was approximately $2.3 billion at both March 31, 2024 and December 31, 2023. 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 immaterial at both March 31, 2024 and December 31, 2023. Refer to Note 1 "Summary of Significant Accounting Policies" in the Annual Report on Form 10-K for the year ended December 31, 2023 for additional information.

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NOTE 13. RECENT ACCOUNTING PRONOUNCEMENTS

The following table provides a brief description of accounting standards adopted in 2024 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
Standards Adopted (or partially adopted) in 2024			
ASU 2023-02, Investments — Equity Method and Joint Ventures (Topic 323) Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method	This Update allows entities to elect to account for equity investments made primarily for the purpose of receiving income tax credits using the proportional amortization method, regardless of the tax credit program through which the investment earns income tax credits, if certain conditions were met. The Update also sets forth the conditions needed to apply the proportional amortization method. The Update further eliminates certain low income housing tax credit-specific guidance to align the accounting more closely for low income housing tax credits with the accounting for other equity investments in tax credit structures and require that the delayed equity contribution apply only to tax equity investments accounted for using the proportional amortization method.	January 1, 2024	Regions adopted this guidance as of January 1, 2024 with no material impact. See Note 1 Basis of Presentation for additional information.
ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures	The Update requires entities to provide disclosure of significant segment expenses, as defined within the standard, and requires that entities disclose other segment items by reportable segment. These disclosures are required to be made on an annual and interim basis.	January 1, 2024	Regions adopted this guidance as of January 1, 2024 with no material impact.

Standard	Description	Required Date of Adoption	Effect on Regions' financial statements or other significant matters
Standards Not Yet Adopted			
ASU 2023-05, Business Combinations— Joint Venture Formations (Subtopic 805-60)	This Update requires certain joint ventures, upon formation, to use a new basis of accounting by applying most aspects of the acquisition method for business combinations. New joint ventures generally will recognize and initially measure assets and liabilities at fair value. The Update is effective for all joint ventures with a formation date on or after January 1, 2025. Early adoption is permitted.	January 1, 2025	The adoption of this guidance is not likely to have a material impact. Regions will continue to evaluate through date of adoption.
ASU 2023-06, Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative	This Update incorporates into the Codification 14 of the 27 disclosures referred by the SEC in Release No. 33-10532, Disclosure Update and Simplification. This Update clarifies and improves the disclosure and presentation requirements of a variety of Topics in the Codification to align with the SEC's regulations.	The date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective.	The adoption of this guidance is not likely to have a material impact. Regions will continue to evaluate through date of adoption.
ASU 2023-09, Income Taxes (Topic 740) Improvements to Income Tax Disclosures	The ASU improves the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures.	January 1, 2025	The adoption of this guidance is not likely to have a material impact. Regions will continue to evaluate through date of adoption.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

INTRODUCTION

The following discussion and analysis is part of Regions Financial Corporation's ("Regions" or the "Company") Quarterly Report on Form 10-Q filed with the SEC and updates Regions' Annual Report on Form 10-K for the year ended December 31, 2023, which was previously filed with the SEC. This financial information is presented to aid in understanding Regions' financial position and results of operations and should be read together with the financial information contained in Regions' Annual Report on Form 10-K. See Note 1 "Basis of Presentation" and Note 13 "Recent Accounting Pronouncements" to the consolidated financial statements for further detail. The emphasis of this discussion will be on the three months ended March 31, 2024 compared to the three months ended March 31, 2023 for the consolidated statements of income. For the consolidated balance sheets, the emphasis of this discussion will be on the balances as of March 31, 2024 compared to December 31, 2023.

This discussion and analysis contains statements that may be considered "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. See pages 6 through 8 for additional information regarding forward-looking statements.

CORPORATE PROFILE

Regions is a financial holding company headquartered in Birmingham, Alabama operating in the South, Midwest and Texas. In addition, Regions operates several offices delivering specialty capabilities in New York, Washington D.C., Chicago and other locations nationwide. Regions provides financial solutions for a wide range of clients including retail and mortgage banking services, commercial banking services and wealth and investment services. Further, Regions and its subsidiaries deliver specialty capabilities including merger and acquisition advisory services, capital markets solutions, home improvement lending and others.

Regions conducts its banking operations through Regions Bank, an Alabama state-chartered commercial bank that is a member of the Federal Reserve System. At March 31, 2024, Regions operated 1,263 total branch outlets. Regions carries out its strategies and derives its profitability from three reportable business segments: Corporate Bank, Consumer Bank, and Wealth Management, with the remainder in Other. See Note 11 "Business Segment Information" to the consolidated financial statements for more information regarding Regions' segment reporting structure.

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.

Regions' profitability, like that of many other financial institutions, is dependent on its ability to generate revenue from net interest income as well as non-interest income sources. Net interest income is primarily the difference between the interest income Regions receives on interest-earning assets, such as loans, leases, investment securities and cash balances held at the Federal Reserve Bank, and the interest expense Regions pays on interest-bearing liabilities, principally deposits and borrowings. Regions' net interest 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. 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 credit losses and non-interest expenses such as salaries and employee benefits, equipment and software expenses, 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.

FIRST QUARTER OVERVIEW

First Quarter Results

Regions reported net income available to common shareholders of $343 million or $0.37 per diluted share in the first quarter of 2024 compared to net income available to common shareholders of $588 million or $0.62 per diluted share in the first quarter of 2023.

Net interest income (taxable-equivalent basis) totaled $1.2 billion in the first quarter of 2024 which decreased $233 million compared to the first quarter of 2023. The net interest margin (taxable-equivalent basis) was 3.55 percent in the first quarter of 2024, reflecting a 67 basis point decrease from the same period in 2023. The decreases in net interest income and net interest margin were primarily driven by increases in deposit and funding costs due to market interest rates, including the impact of deposit remixing. This was partially offset by higher asset yields benefiting from the maturity and replacement of lower-yielding, fixed rate loans and securities.

The provision for credit losses totaled $152 million in the first quarter of 2024 compared to $135 million in the first quarter of 2023. The current quarter provision reflects continued normalization of asset quality, adverse risk migration and incrementally higher qualitative adjustments for risk in certain portfolios previously identified as under stress. Net charge-offs totaled $121 million, or 0.50 percent of average loans, in the first quarter of 2024, compared to $83 million, or 0.35 percent in the first quarter of 2023. Charge-offs increased reflecting higher commercial and other consumer net charge-offs. The allowance as a percent of total loans, net, increased to 1.79 percent at March 31, 2024, compared to 1.73 percent at December 31, 2023. Refer to the "Allowance for Credit Losses" section for further detail.

Non-interest income was $563 million in the first quarter of 2024 compared to $534 million in first quarter of 2023. The increase was primarily driven by increases in capital markets income, mortgage income and positive market valuation adjustments on employee benefit assets. The increases were partially offset by securities losses associated with portfolio repositioning executed in the first quarter of 2024. See Table 23 "Non-Interest Income" for further details.

Non-interest expense was $1.1 billion in the first quarter of 2024 compared to $1.0 billion in first quarter of 2023. The increase was driven by an increase in salaries and benefits, operational losses, FDIC assessment expense due to an industry-wide special assessment and other miscellaneous expenses. See Table 24 "Non-Interest Expense" for further details.

Regions' effective tax rate was 20.7 percent in the first quarter of 2024 compared to 22.4 percent in the first quarter of 2023. See the "Income Taxes" section for further details.

Capital

Regions and Regions Bank are required to comply with regulatory capital requirements established by Federal and State banking agencies, which include quantitative requirements including the CET1 ratio. At March 31, 2024, Regions’ CET1 ratio was estimated to be 10.32 percent. For additional information on Regions' regulatory capital requirements see the "Regulatory Requirements" section.

Regions participates in supervisory stress testing conducted by the Federal Reserve and its SCB is currently floored at 2.5 percent. See Note 6 "Shareholders' Equity and Accumulated Other Comprehensive Income (Loss)" to the consolidated financial statements for further details.

The Board authorized, on April 20, 2022, the repurchase of up to $2.5 billion of the Company's common stock, permitting purchases from the second quarter of 2022 through the fourth quarter of 2024. In the first three months of 2024, the Company repurchased 6 million shares of common stock totaling $102 million.

Expectations

2024 Expectations [(1)]

Category	Expectation
Net Interest Income[(2)]	$4.7-$4.8 billion
Adjusted Non-Interest Income	$2.3-$2.4 billion
Adjusted Non-Interest Expense	approximately $4.1 billion
Average Loans	stable to down modestly
Average Deposits	stable to down modestly
Net Charge-Offs / Average Loans	40-50 basis points
Effective Tax Rate	approximately 21%

(1) Expectation for CET1 is to continue to manage consistent with current levels over the near term.
(2) Expectation for net interest income assumes stable or lower short-term interest rates; flat long-term rate held at March 31, 2024 levels.

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-Q. For more information related to the Company's 2024 expectations, refer to the related sub-sections discussed in more detail within Management's Discussion and Analysis of this Form 10-Q.

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BALANCE SHEET ANALYSIS

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

CASH AND CASH EQUIVALENTS

Cash and cash equivalents increased approximately $4.4 billion from year-end 2023 to March 31, 2024 resulting from an increase in cash balances on deposit with the Federal Reserve Bank driven partly by FHLB advances utilized in the first quarter of 2024. Cash balances were also impacted by a decline in loans and an increase in deposits. See the "Loans" "Liquidity", "Deposits", and "Borrowed Funds" sections for more information.

DEBT SECURITIES

The following table details the carrying values of debt securities, including both available for sale and held to maturity:

Table 1—Debt Securities

	March 31, 2024	December 31, 2023
	(In millions)	
U.S. Treasury securities	$ 1,110	$ 1,223
Federal agency securities	545	1,043
Obligations of states and political subdivisions	2	2
Mortgage-backed securities:		
Residential agency	18,579	17,611
Commercial agency	7,291	7,822
Commercial non-agency	82	83
Corporate and other debt securities	1,015	1,074
	$ 28,624	$ 28,858

Debt securities available for sale, comprising 20 percent of earning assets, constitute approximately 97 percent of the securities portfolio. They are an important tool used to manage interest rate sensitivity and provide a primary source of liquidity for the Company, as much of the portfolio is highly liquid. Additionally, some of the securities portfolio is eligible to be used as collateral for funding of various types of borrowings. See the "Liquidity" section for more information on these arrangements. Regions maintains a highly-rated securities portfolio consisting primarily of agency MBS. See Note 3 "Debt Securities" to the consolidated financial statements for additional information. Also see the "Market Risk-Interest Rate Risk" section for more information.

Debt securities decreased $234 million from December 31, 2023 to March 31, 2024 driven by market value adjustments. Additionally, in the first quarter the Company sold approximately $1.3 billion of debt securities available for sale, realizing $50 million in pre-tax losses. The proceeds were reinvested at yields approximately 190 basis points higher. The duration of the entire securities portfolio was extended 0.15 years. The portfolio mix and liquidity were largely unchanged.

The average life of the debt securities portfolio at March 31, 2024 was estimated to be 5.6 years, with a duration of approximately 4.6 years. These metrics compare with an estimated average life of 5.5 years and a duration of approximately 4.5 years for the portfolio at December 31, 2023.

LOANS HELD FOR SALE

The following table presents Regions’ loans held for sale by type:

Table 2—Loans Held for Sale

	March 31, 2024	December 31, 2023
	(In millions)	
Commercial	$ 182	$ 208
Residential first mortgage	232	184
Consumer and other performing	—	5
Non-performing	3	3
	$ 417	$ 400

Commercial loans held for sale include commercial mortgage loans originated for sale to third parties and commercial loans originally recorded as held for investment when management has the intent to sell. Levels of commercial loans held for sale fluctuate based on timing of sale to third parties. The levels of residential first mortgage loans held for sale that are part of the Company's mortgage originations fluctuate depending on the timing of origination and sale to third parties.

LOANS

Loans, net of unearned income, represented 71 percent of interest-earning assets as of March 31, 2024. The following table presents the distribution of Regions' loan portfolio segment and class, net of unearned income:

Table 3—Loan Portfolio

	March 31, 2024	December 31, 2023
	(In millions, net of unearned income)	
Commercial and industrial	$ 49,701	$ 50,865
Commercial real estate mortgage—owner-occupied	4,788	4,887
Commercial real estate construction—owner-occupied	306	281
Total commercial	54,795	56,033
Commercial investor real estate mortgage	6,422	6,605
Commercial investor real estate construction	2,341	2,245
Total investor real estate	8,763	8,850
Residential first mortgage	20,199	20,207
Home equity lines	3,155	3,221
Home equity loans	2,415	2,439
Consumer credit card	1,314	1,341
Other consumer—exit portfolios	28	43
Other consumer	6,193	6,245
Total consumer	33,304	33,496
	$ 96,862	$ 98,379

PORTFOLIO CHARACTERISTICS

The following sections describe the composition of the portfolio segments and classes disclosed in Table 3, explain changes in balances from year-end 2023 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 and certain loan products. See Note 4 "Loans and the Allowance for Credit Losses" to the consolidated financial statements for additional discussion. See the "First Quarter Overview" section for details on expectations for loans in 2024.

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 decreased $1.2 billion since year-end 2023, driven by approximately $870 million in commercial loans refinanced off the Company's balance sheet through the debt capital markets. In the first three months of 2024, the decline in commercial and industrial loans was broad-based as shown in Table 4.

The commercial portfolio also includes owner-occupied commercial real estate mortgage loans to operating businesses, which are loans for long-term financing on land and buildings, and are repaid by cash 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.

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The following tables provide detail of Regions' commercial lending balances in selected industries.

Table 4—Commercial Industry Exposure

	March 31, 2024		
	Loans	Unfunded Commitments	Total Exposure
	(In millions)		
Administrative, support, waste and repair	$ 1,525	$ 782	$ 2,307
Agriculture	239	179	418
Educational services	3,463	827	4,290
Energy	1,572	3,363	4,935
Financial services	7,370	9,195	16,565
Government and public sector	3,053	463	3,516
Healthcare	3,313	2,356	5,669
Information	2,527	1,360	3,887
Manufacturing	4,881	4,818	9,699
Professional, scientific and technical services	2,286	1,730	4,016
Real estate (1)	9,017	8,651	17,668
Religious, leisure, personal and non-profit services	1,572	717	2,289
Restaurant, accommodation and lodging	1,352	283	1,635
Retail trade	2,613	2,103	4,716
Transportation and warehousing	3,496	1,813	5,309
Utilities	2,408	3,218	5,626
Wholesale goods	4,112	3,515	7,627
Other (2)	(4)	1,899	1,895
Total commercial	$ 54,795	$ 47,272	$ 102,067

	December 31, 2023 (3)		
	Loans	Unfunded Commitments	Total Exposure
	(In millions)		
Administrative, support, waste and repair	$ 1,461	$ 916	$ 2,377
Agriculture	239	208	447
Educational services	3,502	827	4,329
Energy	1,484	3,349	4,833
Financial services	7,562	8,428	15,990
Government and public sector	3,161	414	3,575
Healthcare	3,216	2,478	5,694
Information	2,791	1,250	4,041
Manufacturing	4,789	5,122	9,911
Professional, scientific and technical services	2,328	1,799	4,127
Real estate (1)	9,166	9,219	18,385
Religious, leisure, personal and non-profit services	1,562	630	2,192
Restaurant, accommodation and lodging	1,408	289	1,697
Retail trade	2,764	2,327	5,091
Transportation and warehousing	3,486	1,858	5,344
Utilities	3,044	2,732	5,776
Wholesale goods	4,006	3,768	7,774
Other (2)	64	1,511	1,575
Total commercial	$ 56,033	$ 47,125	$ 103,158

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(1) "Real estate" includes REITs, which are unsecured commercial and industrial products that are real estate related. This portfolio, which accounts for approximately 17 percent and 18 percent of the total commercial exposure at March 31, 2024 and December 31, 2023, respectively, is well diversified, generally has low leverage with strong access to liquidity, and the REITs included in this portfolio are primarily investment or near investment grade.

(2) "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.

(3) 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 decreased $87 million in comparison to year-end 2023 balances.

The Company's total non-owner-occupied commercial real estate lending consists of both unsecured commercial and industrial loans that are real estate related (including REITs) and investor real estate loans and are considered to be well diversified across property types. The following table provides detail of these loans:

Table 5— Unsecured Commercial Real Estate and Investor Real Estate Exposure

	March 31, 2024	
	Loan Balance	Percent of Total (1)
	(In millions)	
Residential homebuilders	$ 992	6.5 %
Apartments	4,052	26.4 %
Industrial	2,229	14.5 %
Data center	314	2.0 %
Diversified	2,034	13.2 %
Business offices	1,504	9.8 %
Residential land	93	0.6 %
Retail	1,396	9.1 %
Healthcare	1,382	9.0 %
Hotel	785	5.1 %
Commercial land	17	0.1 %
Other	564	3.7 %
Total (2)	$ 15,362	100 %

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(1) Amounts calculated based on whole dollar values.
(2) Owner-occupied commercial real estate is not included as the principal source of repayment is individual businesses, which more closely aligns with the commercial portfolio credit performance.

Within the commercial real estate lending exposures detailed in Table 5 above, the multi-family (listed as apartments), business offices, and senior housing (listed as healthcare) portfolios have been previously identified as under stress due to conditions such as inflationary pressures, higher interest rates, and adverse underlying market fundamentals resulting in rising vacancies and reductions in net effective rents. See also the allowance discussion following Table 8. The following paragraphs provide more detail on these portfolios.

Multi-family loans represent loans to finance a residence to two or more tenants. The multi-family portfolio represented 4.2 percent of total loans at March 31, 2024. The portfolio is predominantly secured and largely located within the south, and expectations are that the portfolio stress will be temporary absent exogenous factors related to the economy or interest rates. As of March 31, 2024, approximately 86 percent of the multi-family portfolio was secured and approximately 83 percent was located in the Sunbelt region of the U.S. Additionally, the IRE multi-family portfolio had a weighted-average LTV of approximately 50 percent of committed balances at March 31, 2024, based upon appraisal at origination or most recent received, and a stressed weighted-average LTV of approximately 70 percent as of April 4, 2024, based upon GreenStreet's Commercial Property Price Index. Approximately 45 percent of the multi-family portfolio will mature in the next 12 months, including matured balances.

Business office loans represent loans to finance office buildings. The office portfolio represented 1.6 percent of total loans at March 31, 2024. Demonstrating client selectivity, approximately 93 percent of IRE office balances were comprised of Class A properties with approximately 76 percent of IRE office balances in suburban locations. Approximately 61 percent of the IRE office portfolio was comprised of multi-tenant buildings, and of the 39 percent that was single-tenant, approximately 80 percent were investment grade tenants. As of March 31, 2024, approximately 94 percent of the office portfolio was secured with approximately 61 percent of secured balances located in the Sunbelt region of the U.S. Additionally, the IRE office portfolio had a weighted-average LTV of approximately 65 percent of committed balances at March 31, 2024, based upon appraisal at origination or most recent received, and a stressed weighted-average LTV of approximately 105 percent as of April 4, 2024, based upon GreenStreet's Commercial Property Price Index. Approximately 51 percent of the office portfolio will mature in the next 12 months, including matured balances.

Senior housing loans represent loans to finance properties built to meet the housing needs of older adults such as independent living, assisted living and nursing homes. The senior housing sector has faced many challenges unique to it during and since the pandemic; however, market fundamentals continue to bounce back from lows experienced in the pandemic. The portfolio represented 1.4 percent of total loans at March 31, 2024.

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. Total residential first mortgage loans decreased $8 million in comparison to year-end 2023 balances.

Home Equity Lines

Home equity lines are secured by a first or second mortgage on the borrower's residence and allow customers to borrow against the equity in their homes. Home equity lines decreased $66 million in comparison to year-end 2023 balances, as payoffs and paydowns continue to outpace production. Substantially all of this portfolio was originated through Regions' branch network.

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, the predominant structure was a 20-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.

The following table presents information regarding the future principal payment reset dates for the Company's home equity lines of credit as of March 31, 2024. 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 6—Home Equity Lines of Credit - Future Principal Payment Resets

	First Lien	% of Total	Second Lien	% of Total	Total
			(Dollars in millions)		
2024	$ 70	2.22 %	$ 46	1.46 %	$ 116
2025	81	2.57 %	83	2.63 %	164
2026	110	3.49 %	118	3.75 %	228
2027	283	8.98 %	234	7.41 %	517
2028	273	8.64 %	181	5.73 %	454
2029-2033	643	20.37 %	884	28.01 %	1,527
2034-2038	24	0.76 %	42	1.32 %	66
>=2039	4	0.14 %	3	0.11 %	7
Revolving Loans Converted to Amortizing	44	1.40 %	32	1.01 %	76
Total	$ 1,532	48.57 %	$ 1,623	51.43 %	$ 3,155

Home Equity Loans

Home equity loans are also secured by a first or second mortgage on the borrower's residence, are primarily originated as amortizing loans, and allow customers to borrow against the equity in their homes. Substantially all of this portfolio was originated through Regions' branch network.

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, home equity lines and home equity loans 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 7—Estimated Current Loan to Value Ranges

	March 31, 2024				
	Residential First Mortgage	Home Equity Lines of Credit		Home Equity Loans	
		1st Lien	2nd Lien	1st Lien	2nd Lien
	(In millions)				
Estimated current LTV:					
Above 100%	$ 74	$ 2	$ —	$ 2	$ —
Above 80% - 100%	1,898	3	4	5	11
80% and below	17,887	1,512	1,608	2,003	390
Data not available	340	15	11	4	—
	$ 20,199	$ 1,532	$ 1,623	$ 2,014	$ 401

	December 31, 2023				
	Residential First Mortgage	Home Equity Lines of Credit		Home Equity Loans	
		1st Lien	2nd Lien	1st Lien	2nd Lien
	(In millions)				
Estimated current LTV:					
Above 100%	$ 57	$ 2	$ —	$ 2	$ —
Above 80% - 100%	1,822	3	2	5	7
80% and below	17,981	1,567	1,619	2,055	365
Data not available	347	15	13	5	—
	$ 20,207	$ 1,587	$ 1,634	$ 2,067	$ 372

Consumer Credit Card

Consumer credit card lending represents primarily open-ended variable interest rate consumer credit card loans.

Other Consumer—Exit Portfolios

Exit portfolios primarily include include lending initiatives through third parties consisting of loans made through automotive dealerships. Regions ceased originating new loans related to these businesses prior to 2020 and therefore the portfolio balances have been in run-off.

Other Consumer

Other consumer loans primarily include indirect and direct consumer loans, overdrafts and other revolving loans. Other consumer loans decreased $52 million from year-end 2023.

Regions 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 most consumer loans. For more information on credit quality indicators refer to Note 4 "Loans and the Allowance for Credit Losses".

ALLOWANCE

The allowance consists of two components: the allowance for loan losses and the reserve for unfunded credit commitments. Unfunded credit commitments includes items such as letters of credit, financial guarantees and binding unfunded loan commitments. The allowance totaled $1.7 billion at March 31, 2024 and December 31, 2023, which represents management's best estimate of expected losses over the life of the loan and credit commitment portfolios.

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The table below reflects a range of macroeconomic factors utilized in the Base forecast over the two-year R&S forecast period as of March 31, 2024. The unemployment rate is the most significant macroeconomic factor among the allowance models and is expected to remain relatively consistent over the forecast period.

Table 8— Macroeconomic Factors in the Forecast

	Pre-R&S Period	Base R&S Forecast March 31, 2024							
	1Q2024	2Q2024	3Q2024	4Q2024	1Q2025	2Q2025	3Q2025	4Q2025	1Q2026
Real GDP, annualized % change	1.9 %	1.8 %	2.2 %	2.5 %	2.6 %	2.7 %	2.4 %	2.4 %	2.2 %
Unemployment rate	3.8 %	3.9 %	3.9 %	4.0 %	4.1 %	4.1 %	4.0 %	4.0 %	3.9 %
HPI, year-over-year % change	5.7 %	5.2 %	3.7 %	2.6 %	2.5 %	3.0 %	3.8 %	4.4 %	4.7 %
CPI, year-over-year % change	3.2 %	3.1 %	2.8 %	2.7 %	2.5 %	2.4 %	2.4 %	2.4 %	2.4 %

In deriving any forecast, Regions benchmarks its internal forecast with external forecasts and external data available. Regions' March 2024 baseline forecast was generally improved compared to the December 2023 forecast. Lower interest rates and slow inflation will support consumer spending, while business investment in machinery and equipment will remain uneven over the first half of 2024 before recovering. The trend of job growth is slowing, and the baseline forecast anticipates further deceleration into 2024. The labor force participation rate remaining below pre-pandemic levels will limit increases in the unemployment rate. As measured by CPI, inflation is expected to slow further but remain above the FOMC's 2.0 percent target through 2024. The risks to the baseline forecast are considered to be balanced.

Credit metrics are monitored throughout each quarter in order to understand external macro-views, trends and industry outlooks, as well as Regions' internal specific views of credit metrics and trends. In the first quarter of 2024, asset quality continued to normalize, as expected. Commercial and investor real estate criticized balances increased approximately $319 million, which included an increase in classified balances of $406 million compared to the fourth quarter of 2023. Non-performing loans, excluding held for sale, increased approximately $101 million compared to the fourth quarter of 2023. The increases in criticized and non-performing loans were due to downgrades within loan categories previously identified as under stress. Total net charge-offs decreased by four basis points to 0.50% of average loans compared to the fourth quarter of 2023. See Table 11 for more details regarding non-performing assets.

While it is the intent of Regions' quantitative allowance methodologies to reflect all risk factors, any estimate involves assumptions and uncertainties resulting in some level of imprecision. The qualitative framework has a general imprecision component which is meant to acknowledge that model and forecast errors are inherent in any modeling estimate. In the first quarter of 2024, the general imprecision remained stable.

Based upon the factors discussed above, the March 31, 2024 allowance increased 1.8% compared to the fourth quarter of 2023 due to adverse risk migration and continued credit normalization, as well as a build in qualitative adjustments for incremental risk in portfolios previously identified as under stress. Based on the overall analysis performed, management deemed an allowance of $1.7 billion to be appropriate to absorb expected credit losses in the loan and credit commitment portfolios as of March 31, 2024.

Details regarding the allowance and net charge-offs, including an analysis of activity from previous year's totals, are included in Table 9 "Allowance for Credit Losses". Net charge-offs increased $38 million year-over-year, primarily driven by increases in commercial and industrial and other consumer net charge-offs resulting from continued expected normalization. As noted, economic trends such as interest rates, unemployment, volatility in commodity prices, collateral valuations and inflationary pressure will impact the future levels of net charge-offs and may result in volatility of certain credit metrics in 2024 and beyond. See the "First Quarter Overview" section for details on expectations for net charge-offs in 2024.

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Table 9—Allowance for Credit Losses

	Three Months Ended March 31	
	2024	2023
	(Dollars in millions)	
Allowance for loan losses at January 1	$ 1,576	$ 1,464
Cumulative effect from change in accounting guidance [1]	—	(38)
Allowance for loan losses, January 1 (as adjusted for change in accounting guidance) [1]	1,576	1,426
Loans charged-off:		
Commercial and industrial	62	49
Commercial investor real estate mortgage	5	—
Residential first mortgage	1	—
Home equity lines	1	1
Consumer credit card	16	12
Other consumer—exit portfolios	1	5
Other consumer	55	38
	141	105
Recoveries of loans previously charged-off:		
Commercial and industrial	8	10
Commercial investor real estate mortgage	1	—
Residential first mortgage	1	—
Home equity lines	2	3
Consumer credit card	2	2
Other consumer—exit portfolios	1	1
Other consumer	5	6
	20	22
Net charge-offs (recoveries):		
Commercial and industrial	54	39
Commercial investor real estate mortgage	4	—
Residential first mortgage	—	—
Home equity lines	(1)	(2)
Consumer credit card	14	10
Other consumer—exit portfolios	—	4
Other consumer	50	32
	121	83
Provision for loan losses	162	129
Allowance for loan losses at March 31	1,617	1,472
Reserve for unfunded credit commitments at January 1	124	118
Provision for (benefit from) unfunded credit losses	(10)	6
Reserve for unfunded credit commitments at March 31	114	124
Allowance for credit losses at March 31	$ 1,731	$ 1,596
Loans, net of unearned income, outstanding at end of period	$ 96,862	$ 98,057
Average loans, net of unearned income, outstanding for the period	$ 97,420	$ 97,277
Net loan charge-offs (recoveries) as a % of average loans, annualized [2]:		
Commercial and industrial	0.43 %	0.31 %
Commercial real estate mortgage—owner-occupied	0.02 %	(0.02)%
Commercial real estate construction—owner-occupied	(0.01)%	(0.05)%
Total commercial	0.40 %	0.28 %
Commercial investor real estate mortgage	0.21 %	— %
Total investor real estate	0.15 %	— %
Residential first mortgage	(0.01)%	— %
Home equity lines	(0.10)%	(0.22)%
Home equity loans	(0.02)%	(0.03)%
Consumer credit card	4.39 %	3.47 %
Other consumer—exit portfolios	(4.03)%	2.69 %
Other consumer	3.24 %	2.26 %
Total consumer	0.76 %	0.55 %
Total	0.50 %	0.35 %
Ratios [2]:		
Allowance for credit losses at end of period to loans, net of unearned income	1.79 %	1.63 %
Allowance for loan losses to loans, net of unearned income	1.67 %	1.50 %
Allowance for credit losses at end of period to non-performing loans, excluding loans held for sale	191 %	288 %
Allowance for loan losses to non-performing loans, excluding loans held for sale	179 %	266 %

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(1) See Note 1 "Summary of Significant Accounting Policies" in the Annual Report on Form 10-K for the year ended December 31, 2023 for additional information.
(2) Amounts have been calculated using whole dollar values.

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

Table 10—Allowance Allocation

	March 31, 2024			December 31, 2023		
	Loan Balance	Allowance Allocation	Allowance to Loans %(1)	Loan Balance	Allowance Allocation	Allowance to Loans %(1)
	(Dollars in millions)					
Commercial and industrial	$ 49,701	$ 730	1.47 %	$ 50,865	$ 697	1.37 %
Commercial real estate mortgage—owner-occupied	4,788	106	2.21	4,887	110	2.25
Commercial real estate construction—owner-occupied	306	7	2.36	281	7	2.38
Total commercial	54,795	843	1.54	56,033	814	1.45
Commercial investor real estate mortgage	6,422	187	2.91	6,605	169	2.56
Commercial investor real estate construction	2,341	34	1.44	2,245	36	1.63
Total investor real estate	8,763	221	2.52	8,850	205	2.32
Residential first mortgage	20,199	102	0.51	20,207	100	0.50
Home equity lines	3,155	79	2.51	3,221	80	2.49
Home equity loans	2,415	23	0.95	2,439	23	0.94
Consumer credit card	1,314	134	10.17	1,341	138	10.24
Other consumer—exit portfolios	28	1	3.81	43	1	3.09
Other consumer	6,193	328	5.29	6,245	339	5.43
Total consumer	33,304	667	2.00	33,496	681	2.03
Total	$ 96,862	$ 1,731	1.79 %	$ 98,379	$ 1,700	1.73 %

(1) Amounts have been calculated using whole dollar values.

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NON-PERFORMING ASSETS

The following table presents non-performing assets as of March 31, 2024 and December 31, 2023:

Table 11—Non-Performing Assets

	March 31, 2024	December 31, 2023
	(Dollars in millions)	
Non-performing loans:		
Commercial and industrial	$ 556	$ 471
Commercial real estate mortgage—owner-occupied	40	36
Commercial real estate construction—owner-occupied	10	8
Total commercial	606	515
Commercial investor real estate mortgage	241	233
Total investor real estate	241	233
Residential first mortgage	22	22
Home equity lines	31	29
Home equity loans	6	6
Total consumer	59	57
Total non-performing loans, excluding loans held for sale	906	805
Non-performing loans held for sale	3	3
Total non-performing loans[(1)]	909	808
Foreclosed properties	13	15
Total non-performing assets[(1)]	$ 922	$ 823
Accruing loans 90+ days past due:		
Commercial and industrial	7	11
Total commercial	7	11
Commercial investor real estate mortgage	—	23
Total investor real estate	—	23
Residential first mortgage[(2)]	69	61
Home equity lines	19	20
Home equity loans	7	7
Consumer credit card	19	20
Other consumer	26	29
Total consumer	140	137
Total accruing loans 90+ days past due	$ 147	$ 171
Non-performing loans[(1)] to loans and non-performing loans held for sale	0.94 %	0.82 %
Non-performing loans, excluding loans held for sale[(1)] to loans	0.94 %	0.82 %
Non-performing assets[(1)] to loans, foreclosed properties and non-performing loans held for sale	0.95 %	0.84 %

(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 Ginnie Mae where Regions has the right but not the obligation to repurchase. Total 90+ days or more past due guaranteed loans excluded were $44 million at March 31, 2024 and $34 million at December 31, 2023.

Non-performing loans at March 31, 2024 increased $101 million as compared to year-end 2023 levels as a result of continued asset quality normalization and downgrades within industries previously identified as higher risk such as office, professional services, transportation, and manufacturing. The same economic trends that impact net charge-offs, as discussed above, will impact the future level of non-performing assets. Circumstances related to individually large credits could also result in volatility.

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

Table 12— Analysis of Non-Accrual Loans

	Non-Accrual Loans, Excluding Loans Held for Sale for the Three Months Ended March 31, 2024			
	Commercial	Investor Real Estate	Consumer[1]	Total
	(In millions)			
Balance at beginning of period	$ 515	$ 233	$ 57	$ 805
Additions	231	48	—	279
Net payments/other activity	(76)	(36)	2	(110)
Return to accrual	(2)	—	—	(2)
Charge-offs on non-accrual loans[2]	(60)	(4)	—	(64)
Transfers to held for sale[3]	(2)	—	—	(2)
Balance at end of period	$ 606	$ 241	$ 59	$ 906

	Non-Accrual Loans, Excluding Loans Held for Sale for the Three Months Ended March 31, 2023			
	Commercial	Investor Real Estate	Consumer[1]	Total
	(In millions)			
Balance at beginning of period	$ 382	$ 53	$ 65	$ 500
Additions	109	17	—	126
Net payments/other activity	—	(3)	(3)	(6)
Return to accrual	(18)	—	—	(18)
Charge-offs on non-accrual loans[2]	(47)	—	—	(47)
Transfers to held for sale[3]	(1)	—	—	(1)
Balance at end of period	$ 425	$ 67	$ 62	$ 554

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(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 recorded upon transfer.

GOODWILL

Goodwill totaled $5.7 billion at both March 31, 2024 and December 31, 2023. Refer to Note 1 "Summary of Significant Accounting Policies" and Note 9 "Intangible Assets" to the consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2023 for the methodologies and assumptions used in the goodwill impairment analysis.

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 through the Company's digital channels and contact center.

The following table summarizes deposits by category and by segment:

Table 13—Deposits by Category and by Segment

	March 31, 2024	December 31, 2023
	(In millions)	
Non-interest-bearing demand	$ 41,824	$ 42,368
Interest-bearing checking	24,668	24,480
Savings	12,786	12,604
Money market—domestic	34,251	33,364
Time deposits	15,453	14,972
	$ 128,982	$ 127,788
Consumer Bank segment	$ 81,129	$ 80,031
Corporate Bank segment	37,043	36,883
Wealth Management segment	7,792	7,694
Other [1][2]	3,018	3,180
	$ 128,982	$ 127,788

(1) Other deposits represent non-customer balances primarily consisting of wholesale funding (for example, Eurodollar trade deposits, selected deposits and brokered time deposits).
(2) Includes brokered deposits totaling $2.3 billion at March 31, 2024 and $2.4 billion at December 31, 2023.

Total deposits at March 31, 2024 increased approximately $1.2 billion across most segments and categories compared to year-end 2023 levels, which is typical for first quarter tax refund season. While the pace has slowed, balances reflect continued remixing out of non-interest-bearing into interest-bearing products.

Regions' deposits are granular and diversified including insured and collateralized deposits, with consumer deposits making up more than 60 percent of the total deposit base. Furthermore, corporate deposits include those that are operational in nature (where the primary use is certain operational services such as clearing, custody, payments or other cash management activities). A significant amount of the Company's deposit base is insured by the FDIC or collateralized, with approximately $11.1 billion in deposits collateralized in public funds or in trusts at March 31, 2024. The amount of estimated uninsured deposits totaled $48.7 billion at March 31, 2024, therefore over 60 percent of total deposits are insured by the FDIC. The granularity of the Company's deposits is evidenced by an average deposit account balance of approximately $18 thousand at March 31, 2024. The estimates of uninsured deposits and average account size were based on methodologies used in the Company's Call Report, which is prepared on an unconsolidated bank basis.

See the "First Quarter Overview" section for details on expectations for deposits in 2024. See also the "Liquidity" and "Market Risk-Interest Rate Risk" sections for further discussion.

BORROWED FUNDS

Short-Term Borrowings

Short-term borrowings, which consist of FHLB advances, were $1.0 billion at March 31, 2024, and there were no short-term borrowings outstanding at December 31, 2023. The levels of these borrowings can fluctuate depending on the Company's funding needs and the sources utilized.

Short-term secured borrowings, such as securities sold under agreements to repurchase and FHLB advances, are a portion of Regions' funding strategy. See the "Liquidity" section for further detail of Regions' borrowing capacity with the FHLB.

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Table 14—Long-Term Borrowings

	March 31, 2024	December 31, 2023
	(In millions)	
Regions Financial Corporation (Parent):		
2.25% senior notes due May 2025	$ 748	$ 747
1.80% senior notes due August 2028	647	646
7.75% subordinated notes due September 2024	100	100
6.75% subordinated debentures due November 2025	152	153
7.375% subordinated notes due December 2037	298	298
Valuation adjustments on hedged long-term debt	(116)	(112)
	1,829	1,832
Regions Bank:		
FHLB advances	1,000	—
6.45% subordinated notes due June 2037	496	496
Other long-term debt	2	2
	1,498	498
Total consolidated	$ 3,327	$ 2,330

Long-term borrowings increased by approximately $1.0 billion from year-end 2023 as the Company utilized FHLB advances in the first quarter of 2024.

Funding from the FHLB and Federal Reserve Bank is secured by pledged assets, primarily certain loan portfolios which are also subject to blanket lien arrangements with the FHLB and Federal Reserve Bank. As of March 31, 2024, Regions' blanket lien arrangements with these entities covered a total loan balance of approximately $93.5 billion and included loans from various loan portfolios. However, borrowing capacity with the FHLB and Federal Reserve Bank is contingent on a subset of the blanket lien portfolios which are eligible and pledged according to the parameters for each counterparty.

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. Under the Basel III Rules, Regions is designated as a standardized approach bank. Regions is a "Category IV" institution under the Federal Reserve's Tailoring Rules.

Federal banking agencies allowed a phase-in of the impact of CECL on regulatory capital. At December 31, 2021, the add-back to regulatory capital was calculated as the impact of initial adoption, adjusted for 25 percent of subsequent changes in the allowance. The amount is phased-in over a three-year period beginning in 2022 and will conclude in the first quarter of 2025. At March 31, 2024, the net impact of the addback on CET1 was approximately $102 million or approximately 8 basis points.

Regions participates in supervisory stress testing conducted by the Federal Reserve and its SCB is currently floored at 2.5 percent. See Note 6 "Shareholders' Equity and Accumulated Other Comprehensive Income" to the consolidated financial statements for further details regarding CCAR results.

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The following table summarizes the applicable holding company and bank regulatory requirements:

Table 15—Regulatory Capital Requirements

	March 31, 2024 Ratio(1)	December 31, 2023 Ratio	Minimum Requirement	Minimum Requirement plus SCB (2)	To Be Well Capitalized
Common equity Tier 1 capital:					
Regions Financial Corporation	10.32 %	10.26 %	4.50 %	7.00 %	N/A
Regions Bank	11.20	11.22	4.50	7.00	6.50 %
Tier 1 capital:					
Regions Financial Corporation	11.64 %	11.57 %	6.00 %	8.50 %	6.00 %
Regions Bank	11.20	11.22	6.00	8.50	8.00
Total capital:					
Regions Financial Corporation	13.55 %	13.35 %	8.00 %	10.50 %	10.00 %
Regions Bank	12.85	12.74	8.00	10.50	10.00
Leverage capital:					
Regions Financial Corporation	9.76 %	9.72 %	4.00 %	4.00 %	N/A
Regions Bank	9.41	9.44	4.00	4.00	5.00

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(1) The current quarter Basel III CET1 capital, Tier 1 capital, Total capital, and Leverage capital ratios are estimated.
(2) Reflects Regions' SCB of 2.5 percent. SCB does not apply to leverage capital ratios.

See the "First Quarter Overview" section for details on expectations for CET1.

In the third quarter of 2023, proposals were issued by the U.S federal banking regulators that, if adopted, would impact the Company related to long-term debt requirements and U.S. implementation of capital requirements under Basel IV rules, more recently referred to as the Basel III "Endgame". The Company is studying the proposals and evaluating their impacts. Additional discussion of the Basel III Rules, their applicability to Regions, recent proposals and final rules issued by the federal banking agencies and recent laws enacted that impact regulatory requirements is included in the "Supervision and Regulation" subsection of the "Business" section in Regions' Annual Report on Form 10-K for the year ended December 31, 2023.

LIQUIDITY

Regions maintains a robust liquidity management framework designed to effectively manage liquidity risk in accordance with sound risk management principals and regulatory expectations. 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 are further tailored to be commensurate with Regions' operating model and risk profile.

See the "Liquidity" section for more information. Also, see the “Supervision and Regulation—Liquidity Requirements” subsection of the “Business” section and the "Risk Factors" section in the 2023 Annual Report on Form 10-K for additional information.

RATINGS

Table 16 "Credit Ratings" reflects the debt ratings information of Regions Financial Corporation and Regions Bank by S&P, Moody’s, Fitch and DBRS.

Table 16—Credit Ratings

	As of March 31, 2024			
	S&P	Moody’s	Fitch	DBRS (1)
Regions Financial Corporation				
Senior unsecured debt	BBB+	Baa1	A-	A
Subordinated debt	BBB	Baa1	BBB+	WR
Regions Bank				
Short-term	A-2	P-1	F1	R-1M
Long-term bank deposits	N/A	A1	A	AH
Senior unsecured debt	A-	Baa1	A-	AH
Subordinated debt	BBB+	Baa1	BBB+	A
Outlook	Stable	Negative	Stable	Stable

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(1) On February 1, 2024, DBRS announced plans to withdraw the credit ratings on Regions Financial Corporation and its bank subsidiary, Regions Bank, on or about March 4, 2024 due to business reasons; however, DBRS may elect to continue coverage based on investor feedback. As of March 31, 2024, DBRS withdrew their rating on Regions Financial Corporations' subordinated debt.

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 Regions' Annual Report on Form 10-K for the year ended December 31, 2023 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. Additional information on the credit rating ranking within the overall classification system is located on the website of each credit rating agency.

SHAREHOLDERS' AND TOTAL EQUITY

Shareholders’ equity was $17.0 billion at March 31, 2024 as compared to $17.4 billion at December 31, 2023. During first three months of 2024, net income increased shareholders' equity by $368 million, cash dividends on common stock reduced shareholders' equity by $220 million, and cash dividends on preferred stock reduced shareholders' equity by $25 million. Changes in AOCI decreased shareholders' equity by $412 million, primarily due to available for sale securities and derivative instruments as a result of changes in market interest rates during three months ended March 31, 2024. Common stock repurchased during the first three months of 2024 decreased shareholders' equity by $102 million. These shares were immediately retired upon repurchase and therefore were not included in treasury stock. The cumulative effect from the adoption of new accounting guidance related to the accounting for tax credit investments decreased shareholders' equity by $5 million.

Total equity included noncontrolling interest of $34 million and $64 million at March 31, 2024 and December 31, 2023, respectively. The noncontrolling interest represents the unowned portion of a low income housing tax credit fund syndication, of which Regions held the majority interest at March 31, 2024 and December 31, 2023.

Subsequent to March 31, 2024, the Company purchased 3.7 million shares of common stock for $72 million through May 6, 2024. These shares were immediately retired upon repurchase and therefore were not included in treasury stock.

See Note 6 "Shareholders' Equity and Accumulated Other Comprehensive Income (Loss)" section for additional information.

NON-GAAP MEASURES

The table below presents computations of earnings and certain other financial measures, which excludes certain adjustments that are included in the financial results presented in accordance with GAAP. These non-GAAP financial measures include "adjusted non-interest expense", "adjusted non-interest income", "adjusted total revenue", and "adjusted total revenue, taxable-equivalent basis". Regions believes that excluding certain items provides a meaningful base for period-to-period comparison, 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
- Presentations to investors of Company performance
- Metrics for incentive compensation

Non-interest expense (GAAP) is presented excluding adjustments to arrive at adjusted non-interest expense (non-GAAP). Net interest income (GAAP) is presented with taxable-equivalent adjustments to arrive at net interest income on a taxable-equivalent basis (GAAP). Non-interest income (GAAP) is presented excluding adjustments to arrive at adjusted non-interest income (non-GAAP). Net interest income (GAAP) and adjusted non-interest income (non-GAAP) are added together to arrive at adjusted total revenue (non-GAAP). Net interest income on a taxable-equivalent basis (GAAP) and adjusted non-interest income (non-GAAP) are added together to arrive at adjusted total revenue on a taxable-equivalent basis (non-GAAP).

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 shareholders.

The following table provides: 1) a reconciliation of non-interest expense (GAAP) to adjusted non-interest expense (non-GAAP), 2) a reconciliation of non-interest income (GAAP) to adjusted non-interest income (non-GAAP), 3) a computation of adjusted total revenue (non-GAAP), and 4) a computation of adjusted total revenue on a taxable-equivalent basis (non-GAAP).

Table 17—GAAP to Non-GAAP Reconciliations

		Three Months Ended March 31	
		2024	2023
		(Dollars in millions)	
ADJUSTED EXPENSES AND REVENUES [1]			
Non-interest expense (GAAP)	A	$ 1,131	$ 1,027
Adjustments:			
Professional, legal and regulatory expenses		(2)	—
FDIC insurance special assessment		(18)	—
Branch consolidation, property and equipment charges		(1)	(2)
Salaries and employee benefits—severance charges		(13)	—
Adjusted non-interest expense (non-GAAP)	B	$ 1,097	$ 1,025
Net interest income (GAAP)	C	$ 1,184	$ 1,417
Taxable-equivalent adjustment (GAAP)		13	13
Net interest income, taxable-equivalent basis (GAAP)	D	$ 1,197	$ 1,430
Non-interest income (GAAP)	E	$ 563	$ 534
Adjustments:			
Securities (gains) losses, net		50	2
Leveraged lease termination gains		—	(1)
Adjusted non-interest income (non-GAAP)	F	$ 613	$ 535
Total revenue (GAAP)	C+E=G	$ 1,747	$ 1,951
Adjusted total revenue (non-GAAP)	C+F=H	$ 1,797	$ 1,952
Total revenue, taxable-equivalent basis (GAAP)	D+E=I	$ 1,760	$ 1,964
Adjusted total revenue, taxable-equivalent basis (non-GAAP)	D+F=J	$ 1,810	$ 1,965

(1) See the "First Quarter Overview" for expectations for adjusted non-interest expense and non-interest income.

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Table 18 "Consolidated Average Daily Balances and Yield/Rate Analysis" presents a detail of net interest income (on a taxable-equivalent basis), the net interest margin, and the net interest spread.

Table 18—Consolidated Average Daily Balances and Yield/Rate Analysis

	Three Months Ended March 31					
	2024			2023		
	Average Balance	Income/ Expense	Yield/ Rate [1]	Average Balance	Income/ Expense	Yield/ Rate [1]
	(Dollars in millions; yields on taxable-equivalent basis)					
Assets						
Earning assets:						
Federal funds sold and securities purchased under agreements to resell	$ 1	$ —	5.44 %	$ —	$ —	— %
Debt securities [2][3]	31,494	209	2.66	32,044	187	2.33
Loans held for sale	499	8	6.40	389	7	7.23
Loans, net of unearned income [4][5]	97,420	1,434	5.88	97,277	1,373	5.68
Interest-bearing deposits in other banks	4,754	68	5.69	6,508	72	4.49
Other earning assets	1,339	18	5.49	1,340	15	4.70
Total earning assets	135,507	1,737	5.12	137,558	1,654	4.84
Unrealized gains/(losses) on securities available for sale, net [2]	(3,042)			(3,081)		
Allowance for loan losses	(1,596)			(1,427)		
Cash and due from banks	2,581			2,360		
Other non-earning assets	17,994			17,672		
	$ 151,444			$ 153,082		
Liabilities and Shareholders' Equity						
Interest-bearing liabilities:						
Savings	$ 12,594	4	0.13	$ 15,418	4	0.11
Interest-bearing checking	24,682	106	1.72	24,697	54	0.89
Money market	33,646	227	2.72	32,522	91	1.13
Time deposits	15,278	158	4.16	6,813	30	1.80
Total interest-bearing deposits [6]	86,200	495	2.31	79,450	179	0.91
Federal funds purchased and securities sold under agreements to repurchase	8	—	5.40	—	—	—
Short-term borrowings	77	1	5.56	400	5	4.92
Long-term borrowings	2,405	44	7.26	2,286	40	6.91
Total interest-bearing liabilities	88,690	540	2.45	82,136	224	1.10
Non-interest-bearing deposits [6]	40,926	—	—	49,592	—	—
Total funding sources	129,616	540	1.67	131,728	224	0.69
Net interest spread [2]			2.68			3.73
Other liabilities	4,663			4,891		
Shareholders' equity	17,121			16,457		
Noncontrolling interest	44			6		
	$ 151,444			$ 153,082		
Net interest income /margin on a taxable-equivalent basis [7]		$ 1,197	3.55 %		$ 1,430	4.22 %

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(1) Amounts have been calculated using whole dollar values.
(2) Debt securities are included on an amortized cost basis with yield and net interest margin calculated accordingly.
(3) Interest income on debt securities includes hedging income of $2 million for the three months ended March 31, 2024 and zero for the three months ended March 31, 2023.
(4) Loans, net of unearned income include non-accrual loans for all periods presented.
(5) Interest income on loans, net of unearned income, includes hedging expense of $117 million and $15 million for the three months ended March 31, 2024 and 2023, respectively. Interest income on loans, net of unearned income, also includes net loan fees of $35 million and $29 million for the three months ended March 31, 2024 and 2023, respectively.
(6) 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 equaled 1.56% and 0.56% for the three months ended March 31, 2024 and 2023, respectively.
(7) The computation of taxable-equivalent net interest income is based on the statutory federal income tax rate of 21%, adjusted for applicable state income taxes net of the related federal tax benefit.

Net interest income is Regions' principal source of income and is one of the most important elements of Regions' ability to meet its overall performance goals. Both net interest income and net interest margin are influenced by market interest rates and although interest rates are expected to decline in 2024, long-term and short-term interest rates remain higher as compared to the first quarter of 2023.

Net interest income (taxable-equivalent basis) decreased by $233 million and net interest margin decreased by 67 basis points to 3.55 percent in the first quarter of 2024 compared to the same period in 2023. These decreases were driven primarily by increases in deposit and funding costs due to remixing. Partially offsetting the increase in funding cost is higher asset yields benefiting from the maturity and replacement of lower-yielding, fixed rate loans and securities.

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. As its primary tool to analyze this risk, Regions measures the change in its net interest income in various interest rate scenarios compared to a base case scenario. Net interest income sensitivity to market rate movements is a useful short-term indicator of Regions' interest rate risk.

In addition to net interest income simulations, Regions also utilizes an EVE analysis as a measurement tool to estimate risk exposure over a longer-term horizon. EVE measures the extent to which the economic value of assets, liabilities and derivative instruments may change in response to fluctuations in interest rates. Importantly, EVE values only the current balance sheet, excluding the growth assumptions used in net interest income sensitivity analyses. Additionally, the results are highly dependent on imprecise assumptions for products with embedded prepay optionality and indeterminate maturities. The uncertainty surrounding important assumptions used in EVE analysis may limit its efficacy.

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 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 magnitude of interest rate movements, the slope of the yield curve, and the changing composition of the balance sheet that results from both strategic plans and 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 throughout various interest rate cycles. In computing interest rate sensitivity, Regions compares a set of alternative interest rate scenarios to the results of a base case scenario derived using "market forward rates." See the "First Quarter Overview" section for details on expectations for net interest income in 2024. The set of alternative interest rate scenarios includes instantaneous parallel rate shifts of various magnitudes. In addition to parallel rate 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—Regions' balance sheet is naturally asset sensitive, with net interest income increasing with higher interest rates, and decreasing with lower interest rates. This is the result of approximately half of the loan portfolio floating contractually with market rate indices, and funding from a large, mostly stable retail deposit portfolio. Importantly, the stability and rate sensitivity of Regions' deposit portfolio has been proven over multiple interest rate cycles. With this natural balance sheet profile, the ability to utilize discretionary asset duration strategies within the investment portfolio and through derivative hedges is critical in mitigating the Bank's naturally asset sensitive position.

As of March 31, 2024, Regions evidenced a mostly balanced, or "neutral" asset/liability position, with an asset duration of approximately 2.6 years and a liability duration of approximately 2.6 years, using historically-informed approximations. The securities portfolio duration was approximately 4.6 years and is appropriate for Regions' risk profile in order to offset the long-duration deposit liabilities. While the derivative hedging portfolio is recorded on the balance sheet including current unrealized losses, deposit value increases have more than offset these losses through the rising rate environment. The additional value of deposits in a higher rate environment is realized in the form of lower-cost funding when compared with wholesale sources. While balance sheet analysis, particularly EVE analysis, does contemplate the economic value of deposits, the estimated fair value of deposits is equal to their carrying value for certain financial statement footnote disclosures, consistent with industry practices. See Note 10 "Fair Value Measurements" to the consolidated financial statements for additional information.

As of March 31, 2024, Regions' net interest income profile was mostly neutral to both gradual and instantaneous parallel yield curve shifts as compared to the base case for the 12-month measurement horizon ending March 2024. The estimated exposure associated with the rising and falling rate scenarios in Table 19 below reflects the combined impacts of movements in short-term and long-term interest rates. An increase or reduction in short-term interest rates (such as the Fed Funds rate, the rate

of Interest on Excess Reserves, and SOFR) will drive the yield on assets and liabilities contractually tied to such rates higher or lower. In either scenario, it is expected that changes in funding costs and balance sheet hedging income will offset the change in asset yields, resulting in little change to net interest income.

Net interest income remains exposed to intermediate and long-term yield curve tenors. While this was a headwind to net interest income during a low rate environment, it represents a tailwind to net interest income growth as the yield curve rises and remains elevated. Elevated, or increasing intermediate and long-term interest rates (such as intermediate to longer-term U.S. Treasuries, swaps and mortgage rates) will drive yields higher on certain fixed-rate, newly originated or renewed loans, increase prospective yields on certain investment portfolio purchases, and reduce amortization of premium expense on existing securities in the investment portfolio. The opposite is true in an environment where intermediate and long-term interest rates fall.

The interest rate sensitivity analysis presented below in Table 19 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, those pertaining to deposit pricing, deposit mix and overall balance sheet composition are particularly impactful. Given the uncertainties associated with monetary policy on industry liquidity levels and the cost of that liquidity, management evaluates the impacts from these key assumptions through sensitivity analysis. Sensitivity calculations are hypothetical and should not be considered predictive of future results.

The Company’s baseline balance sheet assumptions include management's best estimate for balance sheet changes in the coming 12 months. In the first quarter of 2024, Regions experienced a slight increase in deposits due to seasonality. The baseline scenario projects deposit balances to decline modestly over the forecast horizon. Additional deposit balance outflow of $1 billion would reduce net interest income by $22 million over 12 months in the parallel, instantaneous +100 basis point scenario in Table 19. Conversely, if an additional $1 billion are retained, a positive benefit of $22 million would be expected over 12 months in the parallel, instantaneous +100 basis point scenario Table 19.

In rising rate scenarios only, management assumes that the mix of deposits will further change versus the base case as informed by analyses of prior rate cycles. Currently, however, much of the anticipated mix shift has already occurred or is expected to occur within the baseline scenario, mitigating the amount of additional remixing in higher rate scenarios. The magnitude of the remixing shift is rate dependent and equates to approximately $1.6 billion over 12 months in the parallel, instantaneous +100 basis point scenario in Table 19. Furthermore, over the 12 month horizon, an increase of $1 billion in deposit remixing would decrease net interest income by approximately $26 million, and a decrease of $1 billion in deposit remixing would increase net interest income by $26 million in the parallel, instantaneous +100 basis point scenario.

The interest-bearing deposit beta is calibrated using the experience from prior rate cycles and is dynamic across both interest rate level and time. The base case scenario anticipates a peak in deposit rates by mid-year 2024. The parallel, instantaneous +100 basis point shock scenario in Table 19 incorporates an incremental beta between 40 and 45 percent when compared to the base case scenario, while the parallel, instantaneous -100 basis point shock scenario incorporates an incremental beta between 35 and 40 percent when compared to the base case scenario. Incremental deposit pricing outperformance or underperformance of 5 percent in a parallel, instantaneous 100 basis point shock would increase or decrease net interest income by approximately $43 million.

The table below summarizes Regions' positioning over the next 12 months in various parallel yield curve shifts (i.e., including all yield curve tenors). The scenarios are inclusive of all interest rate hedging activities. More information regarding hedges is disclosed in Table 20 and its accompanying description.

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Table 19—Interest Rate Sensitivity

		Estimated Annual Change in Net Interest Income March 31, 2024[(1)(2)]
		(in millions)
Gradual Change in Interest Rates		
+ 200 basis points	$	44
+ 100 basis points		26
- 100 basis points		(41)
- 200 basis points		(88)
Instantaneous Change in Interest Rates		
+ 200 basis points	$	(34)
+ 100 basis points		(3)
- 100 basis points		(38)
- 200 basis points		(85)

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(1) Disclosed interest rate sensitivity levels represent the 12-month forward looking net interest income changes as compared to market forward rate cases and include expected balance sheet growth and remixing.

(2) All active cash flow hedges, including forward starting hedges, are reflected within the measurement horizon. See Table 21 for additional information regarding hedge start and maturity dates.

Regions' comprehensive interest rate risk management approach uses derivatives and debt securities to manage its interest rate risk position.

During the first quarter of 2024, the Company terminated approximately $500 million of receive-fixed cash flow swaps with a fixed rate of 2.86% and original maturity of January 2025. The Company also added $2.0 billion of forward-starting swaps, which will become active in 2026 and 2027 and mature 4 years from their start date.

Subsequent to March 31, 2024, the Company added $750 million in forward-starting swaps with a fixed rate of 3.84%, which will become active in 2028 and mature 3 years from their start date.

Interest rate movements may also have an impact on the value of Regions’ securities portfolio, which can directly impact the carrying value of shareholders’ equity.

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, forward sale commitments, futures contracts, interest rate swaps, interest rate options (caps, floors and collars), and contracts with a combination of these instruments.

Forward rate contracts are commitments to buy or sell financial instruments at a future date at a specified price or yield. 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 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 options in balance sheet hedging strategies to effectively convert a portion of its fixed-rate funding position to a variable-rate position, to effectively convert a portion of its fixed-rate debt securities available for sale portfolio to a variable-rate position, and to effectively convert a portion of its floating-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.

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

Table 20—Hedging Derivatives by Interest Rate Risk Management Strategy

	March 31, 2024			
		Weighted-Average		
	Notional Amount	Maturity (Years)	Receive Rate	Pay Rate
	(Dollars in millions)			
Derivatives in fair value hedging relationships:				
Receive variable/pay fixed swaps - debt securities available for sale(1)(2)(3)	$ 1,323	1.1	5.3 %	4.8 %
Receive fixed/pay variable swaps - borrowings and time deposits(3)	1,662	2.2	1.3 %	5.4 %
Derivatives in cash flow hedging relationships:				
Receive fixed/pay variable swaps - floating-rate loans(1)(2)(3)	$ 31,050	3.1	3.0 %	4.9 %
Interest rate options(4)	2,000	4.3		
Total derivatives designated as hedging instruments	$ 36,035			

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(1) Floating rates represent the most recent fixing for active derivatives and the first forward fixing for future starting derivatives.
(2) Includes forward starting notional. For more information on notional by year, see Table 21.
(3) All floating rates are SOFR based and may include SOFR conversion spread.
(4) Interest rate options have an average cap strike of 6.22% and a floor of 1.86%.

The following table presents the average asset hedge notional amounts that are active during each of the remaining quarterly and annual periods. Asset hedge notional amounts mature prior to the end of 2032, with an immaterial amount of notional maturing in early 2032.

Table 21—Schedule of Notional for Asset Hedging Derivatives

	Average Active Notional Amount									
	Quarters Ended			Years Ended						
	6/30/2024	9/30/2024	12/31/2024	2025	2026	2027	2028	2029	2030	2031
Asset Hedging Relationships:										
Receive fixed/pay variable swaps	$ 20,550	$ 19,572	$ 19,019	$ 18,988	$ 16,905	$ 14,197	$ 8,611	$ 2,636	$ 2,000	$ 10
Receive variable/pay fixed swaps	1,300	1,251	531	300	249	15	23	23	23	23
Net receive fixed/pay variable swaps	$ 19,250	$ 18,321	$ 18,488	$ 18,688	$ 16,656	$ 14,182	$ 8,588	$ 2,613	$ 1,977	$ (13)
Interest rate options	$ 500	$ 1,500	$ 1,500	$ 1,999	$ 2,000	$ 2,000	$ 999	$ 1	$ —	$ —

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(1) All cash flow hedges are reflected within the 12-month measurement horizon and included in income sensitivity levels as disclosed in Table 19.

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. Most 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 9 "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.

REFERENCE RATE REFORM

In the fourth quarter of 2023, Bloomberg Index Services Limited announced the permanent cessation of the BSBY index and all tenors effective November 15, 2024. Regions is in the process of evaluating exposure to BSBY and planning for cessation, and will not rely on accounting relief during transition.

LIQUIDITY

Liquidity is an important factor in the financial condition of Regions and affects Regions' ability to meet the needs of the Company and its customers. Regions' goal in liquidity management is to maintain diverse liquidity sources and reserves sufficient to satisfy the cash flow requirements of depositors and borrowers, under normal and stressed conditions. Accordingly, Regions maintains a variety of liquidity sources to fund its obligations, as further described below. See also Note 12 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for additional discussion of the Company's funding requirements. Furthermore, Regions performs specific procedures, including scenario analyses and stress testing to evaluate and maintain appropriate levels of available liquidity in alignment with liquidity risk.

Regions' operation of its business provides a generally balanced liquidity base which is comprised of customer assets, consisting principally of loans, and funding provided by customer deposits and borrowed funds. Maturities in the loan portfolio provide a steady flow of funds, and are supplemented by Regions' deposit base.

Cash reserves, liquid assets and secured borrowing capabilities aid in the management of liquidity in normal and stressed conditions, and/or meeting the need of contingent events such as obligations related to potential litigation. As part of its normal management practice, Regions maintains collateral and operational readiness to utilize secured funding sources such as the FHLB and the Federal Reserve Bank on a same-day basis (subject to any practical constraints affecting these market participants). While the securities portfolio is a primary source of liquidity, the secured borrowing capabilities, in addition to cash reserves on hand, assist in alleviating the Company's need to sell securities for funding purposes. Liquidity needs can also be met by borrowing funds in national money markets, though Regions does maintain limits on short-term unsecured funding due to the volatility that can affect such markets.

The following table summarizes the Company's available sources of liquidity as of March 31, 2024:

Table 22—Liquidity Sources

	Availability as of March 31, 2024	
	(in billions)	
Cash at the Federal Reserve Bank[1]	$	8.7
Unencumbered investment securities[2]		20.8
FHLB borrowing availability		11.2
Federal Reserve Bank borrowing availability through the discount window		20.1
Total liquidity sources	$	60.8

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(1) Includes small in transit items that may not yet be reflected in the Fed master account closing balance.

(2) Unencumbered investment securities comprise securities that are eligible as collateral for secured transactions through market channels or are eligible to be pledged to the FHLB or the Federal Reserve Discount Window.

The balance with the Federal Reserve Bank is the primary component of the balance sheet line item "interest-bearing deposits in other banks." At March 31, 2024, Regions had approximately $8.7 billion in cash on deposit with the Federal Reserve Bank and other depository institutions, an increase from approximately $4.2 billion at December 31, 2023, driven by FHLB utilization in the first quarter of 2024 in order to optimize collateral and increase cash balances.

The securities portfolio also serves as a primary source and storehouse of liquidity. Proceeds from maturities and principal and interest payments of securities provide a continual flow of funds available for cash needs (see Note 3 "Debt Securities" to the consolidated financial statements). Furthermore, the highly liquid nature of the available for sale securities portfolio (for example, the agency guaranteed MBS portfolio) can be readily used as a source of cash through various secured borrowing arrangements. Regions' securities portfolio consists of U.S. Treasury securities, federal agency securities, MBS and corporate and other debt. In evaluating the liquidity within the securities portfolio, unencumbered investment securities are primarily comprised of U.S Treasury securities and agency MBS. Unencumbered investment securities also includes certain corporate bonds considered to be highly liquid and other securities, primarily non-agency commercial MBS.

Regions' financing arrangement with the FHLB adds additional flexibility in managing the Company's liquidity position. As of March 31, 2024, Regions had $1.0 billion in short-term FHLB borrowings, $1.0 billion in long-term FHLB borrowings and had borrowing capacity as shown in Table 22. FHLB borrowing capacity was determined based on eligible securities and

loan amounts, as of March 31, 2024, that were pledged as collateral for future borrowing capacity. Additionally, investment in FHLB stock is required in relation to the level of outstanding borrowings. The FHLB has been and is expected to continue to be a reliable and economical source of funding.

Regions has additional borrowing availability with the Federal Reserve Bank through the discount window as shown in Table 22. Federal Reserve Bank borrowing capacity is determined based on eligible loan amounts that were pledged as collateral for future borrowing capacity.

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 11 "Borrowed Funds" to the consolidated financial statements in the 2023 Annual Report on Form 10-K 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. See Note 6 "Shareholders' Equity and Accumulated Other Comprehensive Income (Loss)" to the consolidated financial statements for additional information.

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 March 31, 2024. Overall liquidity 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.

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.

INFORMATION SECURITY RISK

Regions faces information security risks, such as evolving and adaptive cyber-attacks that are conducted regularly against financial institutions in attempts to compromise or disable information systems. 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.

Refer to Part 1 Item1C. *Cybersecurity* in the Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion of Regions' risk identification and assessment, risk management and governance of information security risk.

PROVISION FOR CREDIT LOSSES

The provision for credit losses is used to maintain the allowance for loan losses and the reserve for unfunded credit losses at a level that in management's judgment is appropriate to absorb expected credit losses over the contractual life of the loan and credit commitment portfolio at the balance sheet date. The provision for credit losses totaled $152 million and net charge-offs were $121 million during the first quarter of 2024. This compares to a provision for credit losses of $135 million and net charge-offs of $83 million in the first quarter of 2023. Refer to the "Allowance" section for further detail.

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NON-INTEREST INCOME

Table 23—Non-Interest Income

	Three Months Ended March 31		Quarter-to-Date Change 3/31/2024 vs. 3/31/2023	
	2024	2023	Amount	Percent
	(Dollars in millions)			
Service charges on deposit accounts	$ 148	$ 155	$ (7)	(4.5)%
Card and ATM fees	116	121	(5)	(4.1)%
Capital markets income	91	42	49	116.7 %
Investment management and trust fee income	81	76	5	6.6 %
Mortgage income	41	24	17	70.8 %
Investment services fee income	38	36	2	5.6 %
Commercial credit fee income	27	26	1	3.8 %
Bank-owned life insurance	23	17	6	35.3 %
Market valuation adjustments on employee benefit assets	15	(1)	16	NM
Securities gains (losses), net	(50)	(2)	(48)	NM
Other miscellaneous income	33	40	(7)	(17.5)%
	$ 563	$ 534	$ 29	5.4 %

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NM - Not Meaningful

Service Charges on Deposit Accounts

Service charges on deposit accounts include overdraft fees, treasury management fees and other customer transaction-related service charges. Service charges decreased modestly in the three months ended March 31, 2024 compared to the same period in 2023, primarily as a result of recent overdraft-related policy enhancements which contributed to a decline in overdraft fees. An increase in fees from treasury management services partially offset the overall decline in service charges.

On October 25, 2023, the Federal Reserve issued a proposal for public comment that, if finalized, would lower the maximum interchange fee that a large debit card issuer can receive for a debit card transaction. Under the proposed rule the maximum interchange fee would be subject to adjustments every other year based upon issuer cost data. The Company is studying the proposal and evaluating its impact.

On January 17, 2024, the CFPB issued a proposal for public comment that, if finalized, would cap overdraft fees in line with established benchmarks ranging between $3-$14 or their actual costs. Alternatively, an institution could calculate its own fee to break even. The Company is studying the proposal and evaluating its impact.

Capital Markets Income

Capital markets income primarily relates to capital raising activities that include securities underwriting and placement, loan syndication, as well as foreign exchange, derivatives, merger and acquisition and other advisory services. Capital markets income increased in the three months ended March 31, 2024 compared to the same period in 2023, driven primarily by less negative credit/debit valuation adjustments in 2024 due to rate and spread movements, increased real estate transactions, and increased 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 the three months ended March 31, 2024 compared to the same period in 2023 was due primarily to a valuation adjustment on the Company's mortgage pipeline and an increase in servicing income due to a bulk purchase of the rights to service $6.2 billion of residential mortgage loans in the third quarter of 2023.

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. Bank-owned life insurance income increased during the three months ended March 31, 2024 compared to the same period in 2023 driven primarily by improvement in underlying crediting rates as a result of an overall increase in interest rates.

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Market Value Adjustments on Employee Benefit Assets

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

Securities Gains (Losses)

Net securities gains (losses) primarily result from the Company's asset/liability management process. In the first quarter of 2024, the Company sold debt securities and reinvested the proceeds at higher current market yields, incurring $50 million in pre-tax losses. See Table 1 "Debt Securities" section for more information.

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 decreased in the three months ended March 31, 2024 compared to the same period in 2023 due to negative valuation adjustments on certain equity investments.

NON-INTEREST EXPENSE

Table 24—Non-Interest Expense

	Three Months Ended March 31		Quarter-to-Date Change 3/31/2024 vs. 3/31/2023	
	2024	2023	Amount	Percent
	(Dollars in millions)			
Salaries and employee benefits	$ 658	$ 616	$ 42	6.8 %
Equipment and software expense	101	102	(1)	(1.0)%
Net occupancy expense	74	73	1	1.4 %
Outside services	39	39	—	NM
Marketing	27	27	—	NM
Professional, legal and regulatory expenses	28	19	9	47.4 %
Credit/checkcard expenses	14	14	—	NM
FDIC insurance assessments	43	25	18	72.0 %
Visa class B shares expense	4	8	(4)	(50.0)%
Operational losses	42	13	29	223.1 %
Branch consolidation, property and equipment charges	1	2	(1)	(50.0)%
Other miscellaneous expenses	100	89	11	12.4 %
	$ 1,131	$ 1,027	$ 104	10.1 %

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 increased in the three months ended March 31, 2024 compared to the same period in 2023 primarily due to increases in base salaries, severance costs incurred in the first quarter of 2024, higher benefit expenses, and, to a lesser degree, an increase in long-term incentives. These increases were partially offset by a decline in production-based incentive compensation. Full-time equivalent headcount decreased to 19,641 at March 31, 2024 from 20,113 at March 31, 2023.

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 increased during three months ended March 31, 2024 compared to the same period in 2023 due to accruals for legal and regulatory matters in the first quarter of 2024.

FDIC Insurance Assessments

FDIC insurance assessments increased in the three months ended March 31, 2024 compared to the same period in 2023 primarily resulting from a special assessment recorded in the first quarter of 2024 as discussed below.

Federal law requires that any losses to the FDIC's DIF related to the protection of uninsured depositors under the Systemic Risk Exception be repaid by a special assessment on IDIs. In the fourth quarter of 2023, the FDIC finalized a special assessment related to the two March 2023 bank failures, which was required to be recognized as the accrual of a liability and related expense in the fourth quarter of 2023 pursuant to accounting guidance. In late February 2024, the FDIC published

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revised loss estimates related to the failures, increasing the estimated loss to the DIF. Regions adjusted the special assessment accrual by $18 million during the first quarter.

The total assessment is to be paid in eight quarterly installments beginning with the invoice for the first quarter of 2024 that will be received in June 2024 and should be deductible for income taxes.

Operational Losses

Operational losses include losses related to fraud, execution, delivery and process management, and damage to physical assets. Operational losses increased in the three months ended March 31, 2024 compared to the same period in 2023 primarily due to check-related warranty claims from deposits that occurred last year.

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 increased in the three months ended March 31, 2024 compared to the same period in 2023 primarily due to higher expenses from non-service related benefits.

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INCOME TAXES

The Company’s income tax expense for the three months ended March 31, 2024 was $96 million compared to $177 million for the three months ended March 31, 2023, resulting in effective tax rates of 20.7% and 22.4%, respectively. The decrease in the effective tax rate for 2024 is primarily due to expectations of lower pre-tax income in 2024 as compared to 2023, causing tax preferential items to have a more favorable impact on the effective tax rate for the three months ended March 31, 2024. See the "First Quarter Overview" section for the Company's expectations for the 2024 effective tax rate.

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, enacted tax legislation, net tax benefits related to affordable housing investments, bank-owned life insurance income, 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 March 31, 2024, the Company reported a net deferred tax asset of $848 million compared to $741 million at December 31, 2023. The change in the net deferred tax position was due primarily to the deferred tax impact of increases in unrealized losses on securities for sale and derivative instruments arising during the first quarter of 2024.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

The information presented in the "Market Risk" section of Part 1, Item 2 is incorporated herein by reference.

Item 4. Controls and Procedures

Based on an evaluation, as of the end of the period covered by this Form 10-Q, under the supervision and with the participation of Regions' management, including its Chief Executive Officer and Chief Financial Officer, the Chief Executive Officer and 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 quarter ended March 31, 2024, there were no changes in Regions' internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, Regions' internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Information required by this item is set forth in Note 12 "Commitments, Contingencies and Guarantees" in the Notes to the Consolidated Financial Statements (Unaudited) in Part I. Item 1. of this report, which is incorporated by reference.

Item 1A. Risk Factors

There are no material changes to the risk factors set forth in Regions' Annual Report on Form 10-K for the year ended December 31, 2023.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On April 20, 2022, the Board authorized the repurchase of up to $2.5 billion of the Company's common stock, permitting purchases from the second quarter of 2022 through the fourth quarter of 2024.

The following table presents information regarding issuer purchases of equity securities during the first quarter of 2024. All of these shares were immediately retired upon repurchase and therefore were not included in treasury stock.

Period	Total Number of Shares Purchased	Average Price Paid per Share(1)	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
January 1-31, 2024	—	$ —	—	$ 2,234,457,087
February 1-29, 2024	5,545,875	$ 18.21	5,545,875	$ 2,133,373,927
March 1-31, 2024	—	$ —	—	$ 2,133,373,927
Total First Quarter	5,545,875	$ 18.21	5,545,875	$ 2,133,373,927

(1) Average price paid does not reflect the 1 percent excise tax charged on public company share repurchases.

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Item 6. Exhibits

The following is a list of exhibits including items incorporated by reference

3.1	Amended and Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to the Form 10-Q filed by registrant on August 6, 2012.
3.2	Certificate of Designations, incorporated by reference to Exhibit 3.3 to the Form 8-A filed by registrant on April 28, 2014.
3.3	Certificate of Designations, incorporated by reference to Exhibit 3.4 to the Form 8-A filed by registrant on April 29, 2019.
3.4	Certificate of Designations, incorporated by reference to Exhibit 3.1 to the Form 8-K filed by registrant on June 5, 2020.
3.5	Certificate of Designations, incorporated by reference to Exhibit 3.6 to the Form 8-A filed by registrant on May 3, 2021.
3.6	By-Laws as amended and restated, incorporated by reference to Exhibit 3.2 to the Form 8-K filed by registrant on October 18, 2023.
10.1	Regions Financial Corporation Director Compensation Program, effective April 17, 2024.
10.2	Form of Associate Restricted Stock Unit Notice and Award Agreement under the Regions Financial Corporation 2015 Long Term Incentive Plan (2024).
10.3	Form of Associate Performance Stock Unit Notice and Award Agreement under the Regions Financial Corporation 2015 Long Term Incentive Plan (2024).
10.4	Form of Associate Performance Unit Notice and Award Agreement under the Regions Financial Corporation 2015 Long Term Incentive Plan (2024).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials are 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 Shareholders' Equity; (v) the Consolidated Statements of Cash Flows; and (vi) the Notes to the Consolidated Financial Statements.
104	Cover Page Interactive Data File, formatted in Inline XBRL (included within the Exhibit 101 attachments).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATE: May 7, 2024

Regions Financial Corporation

/s/ Karin K. Allen

Karin K. Allen
Executive Vice President and Assistant Controller
(Chief Accounting Officer and Authorized Officer)