

REGIONS FINANCIAL CORP (RF)

2026 DEF 14A · filed 2026-03-23 · CIK 0001281761

Headline facts

CEO TOTAL PAY

\$10,037,428

John M. Turner, Jr. · 2025 · “ 5% YoY

CEO PAY RATIO ITEM 402(U)

118 to 1

Median employee: \$10,071,648

SAY ON PAY

Not disclosed

COMPENSATION COMMITTEE COMMITTEE REPORT

**Compensation And Human Re-
sources Committee**

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Peer snapshot

3 peers auto-selected from RF's disclosed compensation peer group. Each row shows the peer's latest filing.

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
PNC PNC FINANCIAL SERVICES GROUP, INC.	\$29,503,081	—	—	Compensation Committee
TFC TRUIST FINANCIAL CORP	\$14,313,770	137 to 1	\$104,397	Compensation and Human Capital Com- mittee
HBAN HUNTINGTON BANCSHARES INC /MD/	\$12,124,358	135 to 1	\$89,658	Human Resources and Compensation Committee

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
John M. Turner, Jr. Chairman, President and Chief Executive Officer	\$1,190,385	\$4,223,579	\$4,313,096	\$310,369	\$10,037,428
David R. Keenan Chief Administrative Officer	\$645,192	\$989,890	\$1,226,047	\$100,488	\$3,943,024
David J. Turner, Jr. Chief Financial Officer	\$725,192	\$1,154,901	\$1,573,238	\$122,167	\$3,746,071
C. Dandridge Massey Chief Enterprise Operations and Technology Officer	\$663,077	\$989,890	\$1,339,158	\$129,593	\$3,621,718
Russell K. Zusi Chief Risk Officer	\$650,000	\$989,890	\$973,245	\$130,102	\$2,743,237

CEO pay mix (latest year)

Base salary	12%
Cash incentive	43%
Equity	42%
Other	3%
At-risk	85%

Every fact above, traced back to filing text

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CEO pay ratio = 118 to 1

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.94

“PAY RATIO Using Mr. J. Turner’s income disclosed in the Summary Compensation Table, and including an additional \$34,220 in Company-paid benefit costs associated with medical, dental, life, disability insurance, we calculate our CEO’s total compensation for purposes of the pay ratio to be \$10,071,648. As a result, the ratio of our CEO’s annual total compensation to that of our median employee is 118 to 1. We believe that the pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K and based upon reasonable judgment and assumptions. SEC rules for id...”

Median employee compensation = \$10,071,648

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.9

“Compensation Table, and including an additional \$34,220 in Company-paid benefit costs associated with medical, dental, life, disability insurance, we calculate our CEO’s total compensation for purposes of the pay ratio to be \$10,071,648. As a result, the ratio of our CEO’s annual total compensation to that of our median employee is 118 to 1. We believe that the pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K and based upon reasonable judgment and assumptions. SEC rules for identifying the median employee and calculating the pay ratio allo...”

Compensation committee = Compensation And Human Resources Committee

Extracted from: Compensation Committee Report (Item 407(e)(5)) · confidence 0.85

“Compensation And Human Resources Committee Report”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Recoupment Policy”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“STOCK OWNERSHIP GUIDELINES, STOCK RETENTION REQUIREMENTS, AND OTHER POLICIES RELATED TO STOCK OWNERSHIP (PROHIBITIONS AGAINST INSIDER TRADING, HEDGING, AND PLEDGING OF REGIONS SECURITIES)”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“STOCK OWNERSHIP GUIDELINES, STOCK RETENTION REQUIREMENTS, AND OTHER POLICIES RELATED TO STOCK OWNERSHIP (PROHIBITIONS AGAINST INSIDER TRADING, HEDGING, AND PLEDGING OF REGIONS SECURITIES)”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“stock ownership guidelines requiring executive officers and members of the Board to have a meaningful economic stake in Regions”