Regions | MassMutual

Save For The Future You

Participating in the Regions Financial Corporation 401(k) Plan may be the best way to work toward your personal retirement goals. But saving for retirement can be both challenging and complicated, depending on your financial situation. This guide can help make complicated choices about retirement and saving for it, simple. Take control of your retirement now by turning your dreams into plans.

Regions Financial Corporation is committed to helping you achieve more financial freedom in retirement, and they've made the move of automatically enrolling you in the plan. You will begin contributing 2% of your salary to your retirement account through convenient payroll deduction. If you do not want to participate, you can decline enrollment.

If you do not make an affirmative election to contribute or to opt-out of contributing to the plan in a timely manner, contributions will be automatically deducted from your salary. However, the plan provides you with a short period of time after the salary deferrals begin to opt-out of the plan and have your deferrals returned to you. You must submit an Automatic Enrollment Permissible Withdrawal form to request the return of your deferred salary contributions. For more information about the opt-out period and to obtain this form contact your Plan Sponsor or call 1-800-701-8892. At the time you submit your request, you must also change your deferral percentage to zero to stop future payroll deductions. The refunded amounts will be included in your income in the year they are distributed. Any matching contributions associated with the refunded deferred salary contributions will be forfeited.

Regions Financial Corporation 401(k) Plan offers tax advantages, a variety of investment choices, and other features to make saving for retirement simple.

- The payroll deduction feature makes contributions easy and convenient.
- Flexible investment choices allow you to choose how much to contribute and where to invest your contributions.
- Pre-tax contributions reduce your current taxable income before federal income taxes are withheld.
- Roth contributions let you save and invest after-tax dollars in the plan.
- Regions may make matching contributions to help your account grow more quickly.
- The automatic contribution increase feature allows you to raise your contribution amount at specific times over the life of the plan.
- Automatic rebalancing helps to keep your portfolio in line with your investment goals through periodic rebalancing. Periodic rebalancing of your account helps ensure your investments stay aligned over time with the selected strategy you originally selected. For your convenience, you can initiate or discontinue this service at any time. Auto rebalancing is not recommended when using an asset allocation investment option.
- Your vested account balance is always yours to take with you should you change employers. You may also have access to your account savings before you reach retirement age.

Achieving a successful retirement.

The main goal of the plan is to help you build toward a comfortable income during retirement. This guide provides important information on how to use features of the plan and make them work best for you. Be sure to read it carefully, and feel free to contact us if you have any questions.

Online:

401k.regions.com

Phone:

1-800-701-8892

Dedicated customer service representatives available Monday - Friday, 8 a.m. to 8 p.m. ET or automated phone line 24/7.

Rollover Specialists:

1-888-526-6905

Get help rolling in accounts from a prior retirement account, Monday – Friday, 8 a.m. to 8 p.m. ET. You are encouraged to compare the benefits and features of the different plans before consolidating your accounts. Things to consider include each plan's available investment options, guarantees, fees and expenses.

Access your account online.

To access your account information and our online tools, or to decline enrollment, go to **401k.regions.com** and select "Create Account" to create your Username, Password and PIN. You will use this PIN on our voice response phone system. You may also elect E Notification of participant statements and other plan-related documents.

Access your retirement account – anytime, anywhere.

Your quarterly statements will be delivered to your online account - to access your statements, simply log into your account at 401k.regions.com, and your statement will be posted to your account in Portable Document Format (PDF). To view the PDF, it is required you have Adobe® Acrobat® viewer software installed on your personal computer. The software is available for download, free of charge, from the Adobe® website.

If you do not have the ability to access and retain PDF documents on your personal computer, then paper statements are available, free of charge, via U.S. mail - to elect paper delivery of your quarterly statements please contact our Participant Information Center at 1-800-701-8892 or change your election under the "My Preferences" tab on 401k.regions.com.

Choosing investments that are right for you.

Following the simple steps outlined in this guide may help you become more confident with your investment decisions.

If you don't make a choice, your plan will invest your contributions in an asset allocation option on your behalf. This option is selected based on your date of birth and a projected retirement age of 65. (You may want to consider a different option if this is not your intended retirement age.) Offering professional management and monitoring as well as diversification all in one investment, it becomes more conservative as your retirement date approaches. You can change this option any time you wish.

Generally target retirement date (lifecycle) investment options are designed to be held beyond the presumed retirement date to offer a continuing investment option for the investor in retirement. The year in the investment option name refers to the approximate year an investor in the option would plan to retire and likely would stop making new contributions to the investment option. However, investors may choose a date other than their presumed retirement date to be more conservative or aggressive depending on their own risk tolerance.

Target retirement date (lifecycle) investment options are designed for participants who plan to withdraw the value of their accounts gradually after retirement. Each of these options follows its

own asset allocation path ("glide path") to progressively reduce its equity exposure and become more conservative over time. Options may not reach their most conservative allocation until after their target date. Others may reach their most conservative allocation in their target date year. Investors should consider their own personal risk tolerance, circumstances and financial situation. These options should not be selected solely on a single factor such as age or retirement date. Please consult the prospectus (if applicable) pertaining to the options to determine if their glide path is consistent with your long-term financial plan. Target retirement date investment options' stated asset allocation may be subject to change. A target date fund may not achieve its objective and/or you could lose money on your investment in the fund. You may experience losses near, at, or after the target date. There is no guarantee of the fund's principal value, including at the target date, or that the fund will provide adequate income at and through your retirement.

Understanding asset allocation.

Determining your asset allocation is an important first step in choosing investment options in your workplace retirement plan. Asset allocation is how you divide your savings among different investment types such as stocks, bonds, and short-term investments. Here we highlight **four** basic steps in developing your asset allocation strategy.

Step 1 – Understand the asset classes.
Consider that your choices generally focus on three things: stocks, bonds and short-term investments. These three types of investments are known as the basic "asset classes":

- **Stocks**, also called equities, are shares of ownership in a company.
- **Bonds**, also called fixed income investments, are loans made to governments or corporations.
- **Short-term investments**, also known as cash equivalents, are designed to maintain their dollar value. Examples include money market funds, certificates of deposit and Treasury bills.

Although the investment menu in your workplace plan may have many options, most will fall into these basic groups, or a combination of them. Please note that asset allocation doesn't ensure a profit or protect against loss in a declining market, but it may be a sound strategy.

Why it's important.

Each asset class has different characteristics you should be aware of. Historically speaking, stocks have posed greater investment risk than the other asset classes, but have offered the potential for the highest return. Short-term investments have offered lower returns in exchange for low investment risk. Bonds have tended to fall somewhere in the middle.

Step 2 – Know your tolerance for risk.
How much risk you are comfortable with is an important consideration in choosing your asset allocation strategy. How do you feel about investment risk – the chance that your investments could lose money? You also need to think about inflation risk – the risk that conservative investments such as short-term investments may not keep pace with inflation.

Investing in more than one asset class – or a blend of them – may help to balance your risk. Mixing the various investment types can provide a balance of growth with preservation, because the markets for each investment don't always move in the same direction as each other.[1]

Step 3 – Establish your time horizon.
Your tolerance for risk must be considered in the context of your time horizon. Do you have quite a bit of time until you retire or are you getting closer? In the short term, the most volatile investments, such as stocks, can rise and fall dramatically. **Past performance is not indicative of future performance.**

If you need your money within the next few years, you might want to avoid putting a large percentage into a single asset class that could dip in value in the short term. On the other hand, assuming you have six years or more before you will need your money, you may consider investing a percentage of your savings in investments that offer greater potential for return. That's because you have

more time to potentially ride out short-term fluctuations in the value of your investments.

Step 4 – Determine your asset allocation strategy.
The participant website offers tools and resources to help. To determine which strategy may be right for you, check out the Risk Quiz. Log into your account » My Account » Investment Selection » Risk Quiz.

Revisit your strategy once a year and after major life events to ensure it is still in line with your current needs and outlook. You may want to consider adjusting the proportions of stocks, bonds and short-term investments as you get closer to retirement. Remember, everyone's situation will differ, and you should consult a financial advisor about your own particular situation.

Learn more.

The right asset allocation strategy can help you maintain your confidence through market ups and downs. You can learn more about asset allocation at **401k.regions.com.** If you have questions, call **1-800-701-8892.**

[1] http://www.sec.gov/investor/pubs/assetallocation.htm

Your plan's investment options.

The portfolios below are built out of the investment options available in your plan*:

		INVESTMENT PORTFOLIOS				
ASSET CATEGORY	INVESTMENT NAME	Short Term	Conservative	Moderate	Aggressive	Ultra Aggressive
Stable Value	Morley Stable Value CIT	95%	21%	6%	2%	
Intermediate Term Bond	Dodge and Cox Income Fund	3%	25%	17%	7%	
Intermediate Term Bond	Pioneer Bond Fund	2%	24%	17%	7%	
Asset Allocation/ Lifestyle	PIMCO All Asset Fund					
Asset Allocation/ Lifestyle	Pioneer U.S. Balancd Trust CIT					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2005 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2010 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2015 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2020 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2025 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2030 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2035 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2040 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2045 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2050 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2055 Fd					
Asset Allocation/ Lifecycle	T. Rowe Price Retirmnt 2060 Fd					
Large Cap Value	Vanguard Windsor II Fund		4%	7%	10%	12%
Large Cap Core	Vanguard Institutional Indx Fd		5%	9%	13%	17%
Large Cap Core	Pioneer LgCp Core Eqty Tst CIT		5%	9%	13%	17%
Large Cap Growth	T. Rowe Price Inst Lg Cp Gr Fd		2%	4%	5%	6%

Your plan's investment options.

ASSET CATEGORY	INVESTMENT NAME	INVESTMENT PORTFOLIOS				
		Short Term	Conservative	Moderate	Aggressive	Ultra Aggressive
Large Cap Growth	T. Rowe Price Lg Cap Gwth CIT		2%	4%	5%	6%
Mid Cap Value	CRM Small/Mid Cap Value Fund		2%	5%	7%	7%
Mid Cap Core	EtnVnc Atlanta Cap SMID-Cap Fd		2%	6%	6%	7%
Mid Cap Growth	BNYM Mln NSL US SmMd-CpGwEq CIT		3%	5%	8%	8%
Intl/Global Large Core	Dodge & Cox Int'l Stock Fund		5%	11%	17%	20%
Company Stock	Regions Stock Fund					

*Investment allocation strategies are a convenient way of allocating your account among certain of the plan's individual investment options. Any investment allocation strategies included in these materials are not intended to be investment advice or recommendations to you and may or may not be appropriate for your circumstances. In applying investment allocation strategies to your individual circumstances, you should consider your other assets, income and investments as well as your risk tolerance. If you direct your contributions or current account balance to an investment allocation strategy, your contributions or account balance will be invested in each of the individual investment alternatives in the percentages indicated for the strategy. The plan may offer other investment options not included in the strategies and the individual investment alternatives included in the strategies may also be available on a stand-alone basis. The CustomChoice Strategies chart lists asset classes, along with their weightings in the allocation strategy.

RISK DISCLOSURES FOR CERTAIN ASSET CATEGORIES – PLEASE NOTE THAT YOUR PLAN MAY NOT OFFER ALL OF THE INVESTMENT TYPES DISCUSSED BELOW.

Please consider an investment option's objectives, risks, fees and expenses carefully before investing. This and other information about the investment option can be found in the applicable prospectuses or summary prospectuses, if any, or fact sheets for the investment options listed, which are available from your plan sponsor, the participant website at www.retiresmart.com or by contacting our Participant Information Center at 1-800-743-5274 between 8:00 a.m. and 8:00 p.m. ET, Monday through Friday. Please read them carefully before investing.

If a retirement plan fully or partially terminates its investment in the Guaranteed Interest Account (GIA), Super Flex (SF) Guaranteed, Fixed Interest Account or Separate Account Guaranteed Interest Contract (SAGIC) investment options, the plan receives the liquidation value of its investment, which may either be more or less than the book value of its investment. As a result of this adjustment, a participant's account balance may be either increased or decreased if the plan fully or partially terminates the contract with MassMutual.

Government/Retail Money Market Funds:

You could lose money by investing in the fund. Although the fund seeks to preserve the value of your investment at $1.00 per share, it cannot guarantee it will do so. The fund may impose a fee upon the sale of your shares or may temporarily suspend your ability to sell shares if the fund's liquidity falls below required minimums because of market conditions or other factors. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The fund's sponsor has no legal obligation to provide financial support to the fund, and you should not expect that the sponsor will provide financial support to the fund at any time.

Money Market Floating NAV:

You could lose money by investing in the fund. Because the share price of the fund will fluctuate, when you sell your shares they may be worth more or less than what you originally paid for them. The fund may impose a fee upon the sale of your shares or may temporarily suspend your ability to sell shares if the fund's liquidity falls below required minimums because of market conditions

or other factors. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The fund's sponsor has no legal obligation to provide financial support to the fund, and you should not expect that the sponsor will provide financial support to the fund at any time.

Risks of investing in bond and debt securities investments include the risk that a bond issuer will default by failing to repay principal and interest in a timely manner (credit risk) and/or the risk that the value of these securities will decline when interest rates increase (interest rate risk).

Risks of investing in inflation-protected bond investments include credit risk and interest rate risk. Neither the bond investment nor its yield is guaranteed by the U.S. Government.

High yield bond investments are generally subject to greater market fluctuations and risk of loss of income and principal than lower yielding debt securities investments.

Investments in value stocks may remain undervalued for extended periods of time, and the market may not recognize the intrinsic value of these securities.

Investments that track a benchmark index are professionally managed investments. However, the benchmark index itself is unmanaged and does not incur fees or expenses and cannot be purchased directly for investment.

Investments in growth stocks may experience price volatility due to their sensitivity to market fluctuations and dependence on future earnings expectations.

Investments in companies with small or mid market capitalization ("small caps" or "mid caps") may be subject to special risks given their characteristic narrow markets, limited financial resources, and less liquid stocks, all of which may cause price volatility.

International/global investing can involve special risks, such as political changes and currency fluctuations. These risks are heightened in emerging markets. Other trading restrictions may apply. Please see the investment's prospectus for more details.

A significant percentage of the underlying investments in aggressive asset allocation portfolio options have a higher than average risk exposure. Investors should consider their risk tolerance carefully before choosing such a strategy.

An investment with multiple underlying investments (which may include MassMutual RetireSmart and any other offered proprietary or non-proprietary asset-allocation, lifestyle, lifecycle or custom blended investments) may be subject to the expenses of those underlying investments in addition to those of the investment itself.

Investments may reside in the specialty category due to 1) allowable investment flexibility that precludes classification in standard asset categories and/or 2) investment concentration in a limited group of securities or industry sectors. Investments in this category may be more volatile than less-flexible and/or less-concentrated investments and may be appropriate as only a minor component in an investor's overall portfolio.

Participants with a large ownership interest in a company or employer stock investment may have the potential to manipulate the value of units of this investment option through their trading practices. As a result, special transfer restrictions may apply. This type of investment option presents a higher degree of risk than diversified investment options under the plan because it invests in the securities of a single company.

Investments that invest more of their assets in a single issuer or industry sector (such as company stock or sector investments) involve additional risks, including unit price fluctuations, because of the increased concentration of investments.

A participant will be prohibited from transferring into most mutual funds and similar investments if they have transferred into and out of the same investment within the previous 60 days. Certain stable value, guaranteed interest, fixed income and other investments are not subject to this rule. This rule does not prohibit participants from transferring out of any investment at any time.

Excessive Trading Policy: MassMutual strongly discourages plan participants from engaging in excessive trading. The MassMutual Excessive Trading Policy helps protect the interests of long-term investors like you. If you would like to view the MassMutual Excessive Trading Policy, please visit MassMutual's participant website at www.retiresmart.com. In addition, you cannot transfer into any investment options if you have already made a purchase followed by a sale (redemption) involving the same investment within the last sixty days.

Regions Financial Corporation 401(k) Plan
BENEFICIARY DESIGNATION

For assistance, call 1-800-701-8892 or go to 401k.regions.com

Account Number **62273-1**

Participant's Name _____ _____ _____
first middle last

Participant's Address _____
street

_____
city state zip

Social Security No. _____ Marital Status: ☐ Married ☐ Single or Legally Separated

IMPORTANT: If no valid beneficiary designation is on file or if designation cannot otherwise be determined, beneficiary will be determined by the plan fiduciary according to plan documents and applicable law.

This designation supersedes any prior designation.

Primary Beneficiary: (Check either box 1 or 2)

1. ☐ **Spouse Primary Beneficiary:** I designate my spouse to receive my entire account balance upon my death.

   Spouse's Name: _____

   Spouse's Social Security No.: _____ Spouse's Date of Birth: _____
   mm/dd/yyyy

2. ☐ **Non-Spouse or Multiple Primary Beneficiaries:** I designate the following person(s) to receive my account balance upon my death: (Must be in whole percentages totaling 100%.)

   If applicable, Spouse's Date of Birth: _____
   mm/dd/yyyy

Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent

(must total 100%)

If you are married and you have not designated your spouse as primary beneficiary, please have your spouse provide consent below.

SPOUSAL CONSENT: I understand I have a legal right to a death benefit equal to the participant's entire account balance. I consent to waive that legal right in accordance with the beneficiary designation set forth above. I acknowledge that I have a right to limit my consent only to a specific beneficiary and that I voluntarily elect to relinquish such right. I further understand and acknowledge that if I sign this form, no death benefit will be payable to me except as provided above.

_____ _____/_____/_____
Spouse's Signature Date

The spouse's signature must be witnessed by a Notary Public:

Notary Public:
Notarization of spousal consent can be signed off by a Notary Public. A Notary Seal is not required when participant resides in one of the following states: CT, KY, LA, ME, MI, NJ, NY, RI, VT

Before me, the undersigned notary, personally appeared _____, and proved to me through identification documents allowed by law, which were _____, to be the person who signed the preceding document in my presence and who affirmed to me that they executed the above Consent of Spouse as a free and voluntary act.

IN WITNESS WHEREOF, I have signed my name and affixed my official notarial seal this ____ day of _____, _____

Witnessed: _____ State: _____ County: _____
(official signature and seal of notary)
My Commission expires: _____

Contingent Beneficiary (optional): If no Primary Beneficiary listed above is alive upon my death, I designate the following person(s) to receive my account balance upon my death: (Must be in whole percentages totaling 100%.)

NOTE: MassMutual does not retain Contingent Beneficiary information nor will it be displayed on our participant website at 401k.regions.com.

Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent
Name	Relationship	Social Security #	Percent

(must total 100%)

SIGNATURE

I understand that this beneficiary designation supersedes any previous designation.

_____ _____/_____/_____

Participant Date

Sample wording for use in completing this form:

To Designate	*Use This Wording*
1. Your estate	Executors or Administrators of my estate
2. The trustee of the Trust established under your Will	(Name of trustee) as trustee, or the then acting trustee, of the Trust established under (your name) Will dated (date of Will)
3. The trustee of your Revocable or Irrevocable Trust	(Name of trustee) as trustee, or the then acting trustee, of the (name of Trust) established on (date of Trust)

Trust as Beneficiary:

Before designating a trust as the beneficiary of your plan benefit, you should consult an attorney with expertise in trusts and estates law. Some of the factors to consider include:
1. Who is going to be the beneficiary – your spouse, a minor child – and what are their financial needs?
2. Are the protections of a trust desirable?
3. What are the income tax consequences of designating a trust as beneficiary?

The following requirements must be satisfied before your trust beneficiaries will be treated as your retirement plan's designated beneficiary:
1. The trust must be valid under state law.
2. The trust must be irrevocable or must, by its terms, become irrevocable on your death.
3. The trust's beneficiaries must be identifiable from the trust instrument.
4. You must provide trust documentation to the retirement plan provider.
5. All trust beneficiaries must be individuals.

MassMutual

Rolling over Money you have in another Retirement Plan to MassMutual

Why you may consider consolidation[1]:

- **SAVE TIME:** consolidation may potentially simplify your retirement planning by placing all of your assets in a single account to manage.
- **POTENTIAL TO SAVE MONEY:** consolidation may reduce your fees and maintenance costs.
- **HELP INCREASE DIVERSIFICATION:** consolidating accounts may eliminate duplication of investment classes across your qualified plan account. Duplication may reduce diversification which can negatively impact your investment strategy.

MassMutual can help

Through MassMutual's Concierge Service, a dedicated team of consolidation specialists can help you transfer your plan assets to a single provider — helping you better manage your retirement planning.

Obtain and complete related forms

Contact financial institutions

Confirm fund transfers

Take action now, don't wait!

To learn more, please contact your MassMutual representative today or call MassMutual at 1-888-526-6905, 8 a.m. to 8 p.m. ET Mon. – Fri.

[1] Consolidation of assets and contract exchanges may not be appropriate and suitable for all participants based on their individual situations. Participants should consult an independent financial advisor prior to choosing to consolidate assets. Additionally, you should consider the impact of transfer fees, the loss of vested benefits and/or surrender charges that may be imposed when funds are rolled over.

RS4186v 119 C:RS-42373-01

To: **Eligible Associates and Participants in the Regions Financial Corporation 401(k) Plan**

From: **Christopher Glaub, Corporate Benefits**

Re: **Safe Harbor Notice**
Automatic Enrollment/Automatic Escalation
Employer Stock Diversification Notice
Qualified Default Investment Alternative Notice

Date: **May 10, 2019**

The Internal Revenue Service and the Department of Labor require that this notice regarding the Regions Financial Corporation 401(k) Plan (the "Plan") be provided to eligible associates and participants in the Plan. This notice describes the safe harbor matching contribution formula for 2019 (which allows the Plan to automatically satisfy certain nondiscrimination tests required by the Internal Revenue Code) and other terms and conditions of the Plan.

In the event there is any conflict between this notice and the summary plan description ("SPD") or the legal plan document, the legal plan document will control.

I. Opportunity to Participate in the Plan

All associates, with the exception of seasonal employees and BlackArch associates, are eligible to participate in the Plan. Associates generally can (1) make salary reduction pre-tax contributions and Roth after-tax contributions as of the first day of the payroll period after enrollment is processed, and (2) receive a matching contribution as of the first paycheck of the month following completion of one year of service (as defined in the Plan).

II. Salary Reduction Election

A participant in the Plan may elect to defer a portion of his or her compensation each year instead of receiving the amount in cash. Up to 80% of compensation may be deferred each pay period on a pre-tax and/or Roth after-tax basis. Pre-tax contributions and Roth after-tax contributions are limited to $19,000 for 2019. If a participant is age 50 or older or will reach age 50 in 2019, total contributions are limited to $25,000 (this limit includes a $6,000 "catch-up" contribution).

The deferral amount elected by a participant will be deducted from compensation in accordance with a procedure established by the Administrator. A deferral election may be started, stopped, or changed at any time during the year by logging on to 401k.regions.com or calling the 401(k) Service Center at 1-800-701-8892.

III. Automatic Enrollment Feature

If a participant has elected to contribute less than 2% of his or her compensation to the Plan or has not made an election at all, the participant will be enrolled automatically in the Plan starting with his or her first paycheck in 2019. This means that 2% will be deducted from the participant's compensation on a pre-tax basis and contributed to his or her account. These automatic contributions will be 2% of compensation each pay period. Further, if the participant is eligible to receive a matching contribution, Regions Financial Corporation ("Regions") will match these 2% automatic contributions. However, a participant can choose to defer a different amount, either more than 2% or less than 2%, or nothing at all. *Note that if a participant's deferral election is 1% or 0%, and he or she previously elected to not have Regions increase the deferral election to 2%, the participant's election will not carry over to 2019, but rather, the participant*

will be automatically enrolled with a 2% deferral election for 2019 unless he or she affirmatively elects otherwise.

If Regions automatically enrolls a participant but he or she did not intend to be automatically enrolled, the participant is allowed to withdraw the automatic contributions. The participant must request a refund by calling the 401(k) Service Center at 1-800-701-8892 no later than 90 days after the automatic contributions were withheld from his or her compensation. The refund will not include any matching contributions that may have been made on the automatic contributions and any such matching contributions will be forfeited. Further, the refund will be subject to federal income tax (but not the extra 10% tax that normally applies to early distributions). A request for a refund will be treated as an election to stop making elective deferrals to the Plan unless the participant makes an affirmative election otherwise.

IV. Automatic Increase Feature

If a participant has elected to contribute 2%, 3%, or 4% of his or her compensation to the Plan, the participant's deferral election will be increased automatically by 1% starting with his or her first paycheck in 2019. This means that an additional 1% will be taken from the participant's compensation and contributed to his or her account. Further, if the participant is eligible to receive a matching contribution, Regions will match the additional 1% contribution. However, the participant can choose to defer a different amount or nothing at all. *Note that if a participant's deferral election is 2%, 3%, or 4%, and he or she previously elected to not have Regions increase the deferral election by 1%, the participant's election will <u>not</u> carry over to 2019, but rather, the participant's deferral election will increase by 1% for 2019 unless he or she affirmatively elects otherwise.*

V. Safe Harbor Matching Contribution

Regions will make a safe harbor matching contribution to a participant's account after he or she has completed one year of service. The safe harbor matching contribution equals 100% of salary reduction pre-tax contributions and 100% of Roth after-tax contributions, up to a total of 5% of "compensation." See "VII. Compensation" below for a definition of "compensation." Pre-tax contributions are matched first, and then Roth after-tax contributions are matched, up to 5% of compensation. The 5% matching contribution applies to salary reductions in 2019. The safe harbor matching contribution will be invested in the same investment options selected for elective deferrals. If a participant does not make an investment election, the safe harbor matching contribution will be invested in the Qualified Default Investment Alternative. See "X. "Qualified Default Investment Alternative" for additional information regarding the default investment.

If a participant defers less than 5% of compensation to the Plan, contributions will only be matched up to the percentage he or she choose to contribute. For example, if a participant chooses to defer 3% of compensation, he or she will receive a safe harbor matching contribution on contributions of 3%.

The safe harbor matching contribution is calculated each pay period. However, it is possible that if a participant changes his or her deferral election during the year, some pay periods may have deferrals that are greater than 5% of compensation and some that are less than 5% of compensation. In this case, Regions will "true up" a matching contribution so that following the end of the year, the participant will receive a matching contribution based on total elective deferrals and compensation for the year. For example, assume a participant earns $40,000 per year and defers 12% of compensation for the first 6 months and 0% for the remaining 6 months. At the end of the year, the participant will have earned $40,000 in compensation and deferred $2,400 (12% of $20,000). During the first 6 months, he or she will have received a total matching contribution of $1,000 (5% of $20,000). However, since the participant deferred more than 5% of compensation for the year, Regions will "true up" the matching contribution by giving him or her an additional contribution of $1,000, so the total matching contribution will be $2,000, which is 5% of annual compensation (5% x $40,000). This true up will take place in the first quarter of 2020. If the participant

has less than a year of service, any true up calculation will be based on elective deferrals for the entire year and on compensation earned during the period of time that he or she was eligible for the matching contribution, that is, the portion of the year after the participant has one year of service.

VI. Additional Employer Contributions

In addition to the safe harbor matching contribution, certain participants who are not participating in the Regions Financial Corporation Retirement Plan for Associates will be eligible to receive a non-elective contribution for 2019. The non-elective contribution is an additional contribution made by Regions, and unlike the safe harbor matching contribution, it is not dependent on a participant contributing to the Plan. If a participant is eligible, Regions will provide the non-elective contribution even if he or she doesn't contribute to the Plan. The non-elective contribution is equal to 2% of compensation. In order to be eligible to receive the non-elective contribution, the participant must satisfy all of the following requirements: (1) must have completed one year of service; (2) must earn at least 1,000 hours of service (as defined in the Plan) during 2019; (3) must be employed by Regions on December 31, 2019; and (4) must not be eligible to accrue additional benefits in the Regions Financial Corporation Retirement Plan for Associates. If a participant completes a year of service during 2019 and satisfies all other conditions for receiving a non-elective contribution, he or she will receive a non-elective contribution based on compensation earned in the months after completing one year of service.

The Plan also allows Regions to provide participants with a discretionary matching contribution if authorized by Regions' Board of Directors (the "Board"). Any discretionary matching contribution will be an amount determined by the Board and will be allocated to participants in the same manner as the safe harbor matching contribution. The Board is not required to declare any discretionary matching contribution.

VII. Compensation

For purposes of elective deferrals, the safe harbor matching contribution, and the non-elective contribution, "compensation" has a special meaning. "Compensation" means compensation for the year (or portion of the year during which an individual is a participant) including base pay, overtime pay, shift differential, commissions, cash bonuses paid under a plan, and cash incentives, but excluding special pay such as moving allowances, expense reimbursements, finder's fees, prizes, income from the exercise of stock options (or the lapsing of a restriction on a stock award), amounts paid or accrued under the Plan, and any other deferred compensation. Compensation for purposes of the Plan is limited in 2019 to $280,000.

VIII. Vesting and Distributions

All elective deferrals (salary reduction pre-tax contributions, Roth after-tax contributions, and catch-up contributions) and employer contributions (safe harbor matching contribution, non-elective contribution, and discretionary matching contribution) are 100% vested and nonforfeitable at all times. This means that a participant will not lose elective deferrals and employer contributions if he or she terminates employment (note that this is different from the *value* of elective deferrals and employer contributions, which is not guaranteed, and a participant could experience market losses based on investment selections).

A participant generally can withdraw elective deferrals and employer contributions upon termination of employment, death, disability, or attainment of age 59½. A participant also may withdraw elective deferrals in the case of a financial hardship (as defined in the Plan). Plan loans are available from elective deferrals, including any after-tax and/or rollover contributions. See the SPD to learn more about getting a distribution or loan from the Plan. A participant may request a distribution or loan at 401k.regions.com, or may contact the 401(k) Service Center at 1-800-701-8892.

IX. Diversification Opportunities

Diversification is important. If a participant holds too much of his or her overall retirement portfolio in any one investment, he or she will have more investment risk than may be appropriate. In determining what percentage of a portfolio to invest in stock of any one company or any one non-diversified investment option, a participant should consider his or her entire portfolio, including investments held outside the Plan, and what percentage of retirement savings he or she can afford to lose.

To help achieve long-term retirement security, a participant should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading assets among different types of investments can help achieve a favorable rate of return, while minimizing overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If a participant invests more than 20% of his or her retirement savings in any one company or one security (such as employer stock), his or her savings may not be adequately diversified. Although diversification does not ensure a profit or protect against loss, it is an effective strategy to help manage investment risk.

One investment option in the Plan, the Regions Stock Fund, consists of employer stock. In order to encourage participants to have a diversified account, effective on or about June 3, 2019, salary reduction contributions into the Regions Stock Fund will be limited to 10%. Allocations of new rollover contributions and loan payments to the Regions Stock Fund will also be subject to the 10% limit.

The 10% limit only applies to new salary reduction contributions, rollover contributions, and loan payments into the Regions Stock Fund. A participant continues to have the right to move any portion of his or her account that is invested in other investment options in and out of the Regions Stock Fund at any time, and these intra-plan transfers are not subject to the 10% limit. However, note that transfers in and out of the Regions Stock Fund are subject to frequent trading restrictions and Regions' General Policy on Insider Trading.

If a participant is subject to the General Policy on Insider Trading because of his or her position with Regions and/or because he or she is aware of material non-public information, moving any portion of his or her account between the Regions Stock Fund and other available investment options must be made in accordance with the General Policy on Insider Trading. If a participant does not know if he or she is subject to the General Policy on Insider Trading or has any questions, the participant should refer to the General Policy on Insider Trading on life@regions and check with his or her manager.

To make an investment change, a participant can log on at any time to the Plan's website at 401k.regions.com or call the 401(k) Service Center at 1-800-701-8892.

It is important for a participant to periodically review his or her investment portfolio, investment objectives, and investment options under the Plan to help manage savings to meet retirement goals.

X. Qualified Default Investment Alternative

A participant has the right to direct the investment of his or her Plan account. However, if he or she does not provide the Administrator with investment directions, elective deferrals and employer contributions will be invested in the Plan's default investment option, the T. Rowe Price Target Date Retirement Fund, which is based on the year in which the participant is expected to retire, assumed to be when the participant reaches age 65. A participant has the right to move any portion of his or her account that is invested in a T. Rowe Price Target Date Retirement Fund into other investment options available under the Plan at any time, subject to frequent trading restrictions and, if the funds are to be invested in employer stock, the General Policy on Insider Trading.

The T. Rowe Price Target Date Retirement Funds are managed based on the retirement year (target date) that is noted in the name of the fund. The target date is the approximate year that a participant would expect to retire and start to withdraw amounts in the fund. The fund's allocation among investments changes over time becoming more conservative as the target date approaches to reduce exposure to market risks and volatility.

For additional information about the T. Rowe Price Target Date Retirement Funds, see the attached description of the various funds. To learn more about all of the investment options available under the Plan, including fees, expenses, investment objectives, and risk and return characteristics, or to request copies of any investment options' prospectuses, a participant can log on to 401k.regions.com or call the 401(k) Service Center at 1-800-701-8892.

XI. Amendment or Termination of the Plan

Regions reserves the right to amend the Plan at any time. For instance, the Plan may be amended during the year to reduce or suspend the safe harbor matching contribution; however, any reduction or suspension will not apply until at least 30 days after all eligible associates are provided notice of the reduction or suspension. Regions also reserves the right to terminate the Plan at any time.

XII. Participant's Responsibility to Review Plan Statements and Payslips (if applicable)

A participant can review his or her account in the Plan at 401k.regions.com. He or she should review the account's quarterly statements to ensure that the account has been credited with contributions and invested correctly. If there are any errors in the statement, the participant must bring them to the attention of the Administrator immediately so that the cost of correcting any errors is not compounded by delay. If a participant does not receive his or her statement on schedule or discovers an error his or her statement, he or she is responsible for notifying the Administrator. If a participant waits to notify the Administrator, evidence of the election may be lost. If a participant does not notify the Administrator in writing of an error within 60 days of receipt of a statement, the statement will be deemed correct, and he or she may not be able to later successfully contest the statement.

A participant also should examine his or her payslip each pay period to confirm that the amount withheld to be contributed to the Plan is correct. If the participant does not notify the Administrator in writing of an error within 60 days of receipt of the payslip, the amount withheld will be deemed to be correct, and the participant may not be able to later successfully contest the deferral election or contributions.

XIII. Additional Information

The Summary Plan Description sets forth further details describing benefits under the Plan. For additional information regarding the Plan, the safe harbor matching contribution, or for another copy of the Summary Plan Description, visit the HR section of life@regions or 401k.regions.com, or call the 401(k) Service Center at 1-800-701-8892. You also may contact the HR Connect Team at 1-877-562-8383, Option 1, or by email at RegionsHRBenefits@regions.com or by mail at Human Resources, 250 Riverchase Parkway East, 5th Floor, Hoover, AL 35244.

Participant Fees Disclosure Statement

Plan: Regions Financial Corporation 401(k) Plan
Subscription: Regions Financial Corporation
Created: 05/08/2019

Account Number: 62273-1-1

You are a participant or beneficiary in an individual account plan that allows you to direct the investment of your account balance. This disclosure statement is designed to provide you with information that will allow you to make informed decisions when selecting and managing your investments. This disclosure statement advises you of information regarding fees and expenses associated with your participation in the Plan. The General Plan Information section provides information regarding the operation of the Plan. The Comparative Chart section provides information about the Plan's designated investment alternatives including investment performance, operating expenses, fees, trade restrictions, and an industry benchmark relative to each non-fixed interest investment to help you make investment decisions. If the Plan has target date or life cycle investment allocation alternatives, this disclosure statement will include a Target Date Asset Allocation Investment Alternatives section providing information on how the investment allocation will change over time, when it will reach its most conservative asset allocation, the relevance of any dates used to describe the investment and the participant age groups for whom the investment alternative is designed. If your Plan's administrative expenses could be deducted from your account balance, this disclosure statement will include an Administrative Expenses section. The Administrative Expenses section provides information regarding charges for administrative expenses incurred on a Plan-wide basis that may be deducted from your account. An Individual Expenses section regarding individual expenses that may be deducted from your account, will also be included in this disclosure statement if the Plan charges participants and beneficiaries for the expenses associated with individual transactions.

Please be mindful that:

- An investment's past performance is no guarantee of future results.
- To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio.
- Fees are only one of several factors you should consider when making investment decisions. For more information and an example demonstrating the long-term effect of fees and expenses, please visit: https://www.dol.gov/sites/default/files/ebsa/about-ebsa/our-activities/resource-center/publications/a-look-at-401k-plan-fees.pdf and https://www.dol.gov/agencies/ebsa/about-ebsa/our-activities/resource-center/publications/understanding-your-retirement-plan-fees.

General Plan Information

Investment Instructions: In order to direct your Plan investments, you must make your election at 401k.regions.com or contact the MassMutual Participant Information Center at 1-800-701-8892. If you are currently not participating in the Plan and have questions concerning plan provisions, including eligibility requirements, contact Regions Benefit Assistance Center at (877) 562-8383 x1 or 250 Riverchase Pkwy E, 5th Flr, Hoover AL 35244-.

Limitations on Instructions:

- You may give investment instructions on any day the New York Stock Exchange is open for business.
- Any trade restrictions specific to an individual investment alternative will be listed in the Comparative Chart.

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General Plan Information (continued)

- If the Plan offers publicly traded employer securities as a designated investment alternative, certain discretionary transactions requested by participants who are officers, directors, or principal stockholders that involve employer securities will have trading restrictions imposed as additional reporting of those transactions is required.

Proxy Voting Rights: Once you have invested in any of the designated investment alternatives offered by the Plan, you will receive any materials provided to the Plan relating to the exercise of voting, tender, and similar rights pertaining to that investment to the extent those rights are passed through to participants and beneficiaries.

Designated Investment Alternatives (DIA): The Plan provides designated investment alternatives into which you can direct the investment of your Plan funds. The Comparative Chart below identifies these designated investment alternatives and provides information regarding the alternatives.

Investment Manager: For information regarding the designated investment manager for the Plan (if any), please contact your Plan Sponsor.

Glossary of Terms: Please visit http://www.massmutual.com/glossary for a glossary of investment terms relevant to the investment options under this Plan. This glossary is intended to help you better understand your options.

Comparative Chart

This section includes important information to help you compare the investment alternatives offered under your Plan. If you want additional information about your investment options, you can go to the specific Internet web site addresses shown below or you can contact the MassMutual Participant Information Center at 1-800-701-8892. If you are currently not participating in the Plan, contact Regions Benefit Assistance Center at (877) 562-8383 x1 or 250 Riverchase Pkwy E, 5th Flr, Hoover AL 35244-. To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company, industry or class of investment, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk. In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk. It is also important to periodically review your investment portfolio, your investment objectives, and the investment alternatives under the Plan to help ensure that your retirement savings will meet your retirement goals. Diversification does not assure a profit and does not protect against a loss in a declining market.

Document Summary

Comparative Chart (continued)

This section focuses on the performance of investment alternatives that do not have a fixed or stated rate of return. The chart shows how these alternatives have performed over time and allows you to compare them with an appropriate benchmark for the same time periods. ***Past performance does not guarantee how the investment alternative will perform in the future. Your investment in these alternatives could lose money.***

Information about an investment alternative's principal risks is available on the Investment Profile. You can obtain a specific Investment Profile using the web site address provided for the specific investment alternative in the Comparative Chart.

This chart also shows fee and expense information for the investment alternatives under your Plan. It shows the Total Annual Operating Expense which are expenses that reduce the rate of return of the investment alternative. Any shareholder-type fees are also disclosed. These fees are in addition to Total Annual Operating Expenses. Expense information is reflected as of the date of this report and may change over time. Please note that expense information for each investment alternative reflected on the Investment Profile is updated from time to time. Please see the Investment Profile which includes current expense information as well as the date the expenses were most recently updated.

	Variable Return Investments						Fees and Expense Information				
Name of Investment **Type of Investment** **Investment Inception Date** **Investment Manager** **Investment Profile**	**Average Annual Total Return as of 04/30/2019**			**Benchmark**			**Gross Total Annual Operating Expenses**		**Net Total Annual Operating Expenses****		**Shareholder-Type Fees, Restrictions and Other**
	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	As a %	Per $1000	As a %	Per $1000	
CASH											
Morley Stable Value CIT STABLE VALUE 01/01/2006 Morley Financial Services Inc	2.16%	1.67%	1.78%	3.11%	1.00%	1.12% BBgBarc US Govt 1-3 Yr	0.37%	$3.70	0.37%	$3.70	
www.MassMutual.com/FF/mr3671.PDF											
BOND											
Dodge and Cox Income Fund INTERMEDIATE TERM BOND 01/02/1997 Dodge & Cox	5.32%	3.08%	5.07%	5.29%	2.58%	3.73% BBgBarc US Agg Bond	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/dodix.pdf											

Comparative Chart (continued)

Name of Investment Type of Investment Investment Inception Date Investment Manager Investment Profile	Variable Return Investments: Average Annual Total Return as of 04/30/2019			Variable Return Investments: Benchmark			Fees and Expense Information: Gross Total Annual Operating Expenses		Fees and Expense Information: Net Total Annual Operating Expenses**		Fees and Expense Information: Shareholder-Type Fees, Restrictions and Other
	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	1 Year	5 Year	10 years	As a %	Per $1000	As a %	Per $1000	
Pioneer Bond Fund INTERMEDIATE TERM BOND 01/01/2002 Pioneer	4.83%	2.98%	5.60%	5.29%	2.58%	3.73% BBgBarc US Agg Bond	0.47%	$4.70	0.47%	$4.70	
www.MassMutual.com/FF/picyx.PDF											
ASSET ALLOCATION											
PIMCO All Asset Fund ASSET ALLOCATION/LIFESTYLE 11/01/2003 PIMCO Funds	0.39%	2.95%	6.66%	3.12%	1.74%	3.65% BBgBarc US TIPS Treasury Idx	1.11%	$11.05	1.01%	$10.05	
www.MassMutual.com/FF/paaix.PDF											
Pioneer U.S. Balancd Trust CIT ASSET ALLOCATION/LIFESTYLE 07/02/2013 SEI Investments Company	8.96%	7.34%	8.74%	13.49%	11.64%	13.27% S&P 500® Index	0.48%	$4.80	0.48%	$4.80	
www.MassMutual.com/FF/mr3694.PDF											
T. Rowe Price Retirmnt 2005 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	5.28%	4.71%	6.02%	4.95%	4.00%	4.65% S&P Target Date Ret Inc TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3820.PDF											
T. Rowe Price Retirmnt 2010 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	5.51%	5.09%	6.65%	5.18%	4.52%	5.52% S&P Target Date 2010 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3821.PDF											

Comparative Chart (continued)

Name of Investment Type of Investment Investment Inception Date Investment Manager Investment Profile	Variable Return Investments: Average Annual Total Return as of 04/30/2019			Variable Return Investments: Benchmark			Fees and Expense Information: Gross Total Annual Operating Expenses		Fees and Expense Information: Net Total Annual Operating Expenses**		Fees and Expense Information: Shareholder-Type Fees, Restrictions and Other
	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	As a %	Per $1000	As a %	Per $1000	
T. Rowe Price Retirmnt 2015 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	5.64%	5.73%	7.61%	5.37%	5.05%	6.38% S&P Target Date 2015 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3822.PDF											
T. Rowe Price Retirmnt 2020 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	5.93%	6.45%	8.54%	5.54%	5.52%	7.14% S&P Target Date 2020 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3823.PDF											
T. Rowe Price Retirmnt 2025 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	6.04%	7.06%	9.37%	5.69%	5.98%	7.84% S&P Target Date 2025 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3824.PDF											
T. Rowe Price Retirmnt 2030 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	6.22%	7.59%	10.08%	5.85%	6.43%	8.50% S&P Target Date 2030 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3825.PDF											
T. Rowe Price Retirmnt 2035 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	6.26%	7.99%	10.60%	5.88%	6.86%	9.07% S&P Target Date 2035 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3826.PDF											

Comparative Chart (continued)

	Variable Return Investments						Fees and Expense Information				
Name of Investment **Type of Investment** **Investment Inception Date** **Investment Manager** **Investment Profile**	**Average Annual Total Return as of 04/30/2019**			**Benchmark**			**Gross Total Annual Operating Expenses**		**Net Total Annual Operating Expenses****		**Shareholder-Type Fees, Restrictions and Other**
	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	1 Year	5 Year	10 years	As a %	Per $1000	As a %	Per $1000	
T. Rowe Price Retirmnt 2040 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	6.35%	8.31%	10.96%	5.90%	7.15%	9.47% S&P Target Date 2040 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3827.PDF											
T. Rowe Price Retirmnt 2045 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	6.42%	8.44%	11.04%	5.83%	7.31%	9.76% S&P Target Date 2045 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3828.PDF											
T. Rowe Price Retirmnt 2050 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	6.37%	8.42%	11.03%	5.80%	7.48%	10.03% S&P Target Date 2050 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3829.PDF											
T. Rowe Price Retirmnt 2055 Fd ASSET ALLOCATION/LIFECYCLE 02/01/2012 T. Rowe Price	6.37%	8.35%	10.90%	5.77%	7.56%	10.22% S&P Target Date 2055 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3830.PDF											
T. Rowe Price Retirmnt 2060 Fd ASSET ALLOCATION/LIFECYCLE 01/01/2015 T. Rowe Price	6.42%	N/A	8.59%	5.77%	7.56%	7.91% S&P Target Date 2055 TR	0.43%	$4.30	0.43%	$4.30	
www.MassMutual.com/FF/mr3831.PDF											

Comparative Chart (continued)

Name of Investment Type of Investment Investment Inception Date Investment Manager Investment Profile	Variable Return Investments: Average Annual Total Return as of 04/30/2019			Variable Return Investments: Benchmark			Fees and Expense Information: Gross Total Annual Operating Expenses		Fees and Expense Information: Net Total Annual Operating Expenses**		Fees and Expense Information: Shareholder-Type Fees, Restrictions and Other
	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	As a %	Per $1000	As a %	Per $1000	
STOCK											
Vanguard Windsor II Fund LARGE CAP VALUE 05/15/2001 Vanguard	9.10%	8.08%	13.47%	9.08%	8.26%	13.75% Russell 1000® Value Idx	0.25%	$2.50	0.25%	$2.50	
www.MassMutual.com/FF/vwnax.pdf											
Vanguard Institutional Indx Fd LARGE CAP CORE 01/01/1997 Vanguard	13.46%	11.60%	15.31%	13.49%	11.64%	15.33% S&P 500® Index	0.04%	$0.35	0.04%	$0.35	
www.MassMutual.com/FF/vinix.pdf											
Pioneer LgCp Core Eqty Tst CIT LARGE CAP CORE 06/29/2013 SEI Investments Company	15.44%	11.01%	12.71%	13.49%	11.64%	12.81% S&P 500® Index	0.50%	$5.00	0.50%	$5.00	
www.MassMutual.com/FF/mr3693.PDF											
T. Rowe Price Inst Lg Cp Gr Fd LARGE CAP GROWTH 01/01/2005 T. Rowe Price	15.44%	16.68%	18.48%	17.45%	14.52%	16.96% Russell 1000® Growth Index	0.56%	$5.60	0.56%	$5.60	This investment is closing as of 06/03/2019
www.MassMutual.com/FF/trlgx.PDF											
T. Rowe Price Lg Cap Gwth CIT LARGE CAP GROWTH 06/03/2019 T. Rowe Price	N/A	N/A	N/A	17.45%	14.52%	N/A Russell 1000® Growth Index	0.40%	$4.00	0.40%	$4.00	This investment will be available as of 06/03/2019
www.MassMutual.com/FF/mr4570.PDF											

Comparative Chart (continued)

Name of Investment Type of Investment Investment Inception Date Investment Manager Investment Profile	Variable Return Investments: Average Annual Total Return as of 04/30/2019			Variable Return Investments: Benchmark			Fees and Expense Information: Gross Total Annual Operating Expenses		Fees and Expense Information: Net Total Annual Operating Expenses**		Fees and Expense Information: Shareholder-Type Fees, Restrictions and Other
	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	1 Year	5 Year	10 Year or *Since Fund Inception if less than 10 years	As a %	Per $1000	As a %	Per $1000	
CRM Small/Mid Cap Value Fund MID CAP VALUE 09/02/2004 CRM	10.04%	7.41%	12.78%	4.29%	7.01%	13.74% Russell 2500 Value Idx	0.92%	$9.20	0.92%	$9.20	
www.MassMutual.com/FF/criax.PDF											
EtnVnc Atlanta Cap SMID-Cap Fd MID CAP CORE 05/01/2002 Eaton Vance	14.20%	13.67%	16.83%	7.87%	9.04%	14.97% Russell 2500 Idx	0.91%	$9.10	0.91%	$9.10	
www.MassMutual.com/FF/eismx.PDF											
BNYM Mln NSL US SmMdCpGwEq CIT MID CAP GROWTH 07/01/2013 BNY Mellon	19.89%	13.77%	14.75%	12.03%	11.28%	12.81% Russell 2500 Growth Idx	0.65%	$6.50	0.65%	$6.50	
www.MassMutual.com/FF/mr3692.PDF											
Dodge & Cox Int'l Stock Fund INTL/GLOBAL LARGE CORE 05/02/2001 Dodge & Cox	-5.54%	1.43%	8.89%	-3.22%	2.60%	7.95% MSCI EAFE Idx	0.63%	$6.30	0.63%	$6.30	
www.MassMutual.com/FF/dodfx.pdf											
Regions Stock Fund COMPANY STOCK 01/01/2006 N/A	-17.08%	9.95%	14.20%	4.30%	11.64%	14.38% S&P 500 Sec/Financials	N/A	N/A	N/A	N/A	
www.MassMutual.com/FF/of41973.PDF											

Comparative Chart (continued)

*The benchmark since inception return is calculated from the month-end of the investment's inception.

**The Net Total Annual Operating Expenses include any investment expense waiver/reimbursement arrangements documented in the investment's prospectus and may be lower than the Gross Total Annual Operating Expenses due to the indicated expense waivers or reimbursements, which may be subject to expiration. Additional information regarding investment expense waivers specific to each investment is included in this document, if available, including whether the waiver is contractual or voluntary and its date of expiration. All available information about investment expense waivers is current and complete as of the date of this report. If information regarding the waivers is incomplete, it is because our third-party data provider was unable to make the information available. For some investments, the Net Total Annual Operating Expense ratio figure reflects the subtraction of interest expense, which results from an investment's use of certain other investments. This expense is required to be treated as an investment expense for accounting purposes, but is not payable to the investment adviser or subadviser (if applicable). For more information, please see the investment profile or the prospectus that corresponds to the investment, which are both available from MassMutual. Contact the MassMutual Participant Information Center at 1-800-701-8892. If you are currently not participating in the Plan, contact Regions Benefit Assistance Center at (877) 562-8383 x1 or 250 Riverchase Pkwy E, 5th Flr, Hoover AL 35244-.

Other share classes of an investment or its underlying investment (depending upon the investment) may have existed longer, which may account for any pre-inception performance shown. If pre-inception performance is shown, it is generally the performance of an older share class of the investment itself or its underlying investment (depending upon the investment) adjusted for fees and expenses of the newer share class. However, if using the expenses of the newer share class rather than the expenses of the older share class (due to lower expenses of the newer share class) would result in better performance, then pre-inception performance represents that of the older share class without any expense adjustment.

The cumulative effect of fees and expenses can substantially reduce the growth of your retirement savings. Visit the U.S. Department of Labor's Website for an example showing the long-term effect of fees and expenses at https://www.dol.gov/sites/default/files/ebsa/about-ebsa/our-activities/resource-center/publications/a-look-at-401k-plan-fees.pdf. Fees and expenses are only one of many factors to consider when you decide to invest in an alternative. You may also want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals.

To obtain additional information about the Plan's designated investment alternatives, please obtain the Investment Profiles for the specific investment alternatives you are interested in using the web site addresses provided in the Comparative Chart or go to 401k.regions.com.

You have the right to request the following information relating to the Plan's investment alternatives: copies of prospectuses or any short-form or summary prospectus or similar documents, financial statements or reports, a statement of the value of each investment available under the Plan as well as the valuation date, and a list of the assets that make up the portfolio of each investment under the Plan that constitute "plan assets" within the meaning of U.S. Department of Labor regulations and the value of each of these assets. In addition, you may request a free paper copy of the information available on the web site(s) listed on the Comparative Charts above and the Glossary of Investment Terms. This information can be obtained by contacting Regions Benefit Assistance Center at (877) 562-8383 x1 or 250 Riverchase Pkwy E, 5th Flr, Hoover AL 35244- or MassMutual Participant Information Center, P.O. Box 219062, Kansas City, MO 64121-9062, 1-800-701-8892.

Administrative Expenses

If fees/expenses are incurred for plan administration, such fees/expenses may be charged to the Plan. As an individual account Plan, these Administrative Fees may be charged against your account balance to the extent they are not charged against forfeitures or paid by the Plan Sponsor. As a result, your account balance may be reduced for your share of any Plan Administrative fees charged against your account. These fees may be charged on a pro rata basis (i.e., based on the relative size of each participant and beneficiary's account) and/or a per capita basis (i.e., each participant and beneficiary is charged the same fee). If Plan Administrative fees are charged to your account balance, the actual dollar amount will be reported to you in the calendar quarter following the quarter in which the charge occurs. Please refer to your quarterly account statement for information on any fees actually charged to your account.

Please note that the Plan Administrative fees which appear below are not reflected in the total annual operating expenses of any of the Plan's investment options. However, in addition to the Plan Administrative fee amounts listed in this section, some of the Plan's Administrative fees may have been paid through revenue sharing arrangements maintained with one or more of the Plan's investment options in which you may be invested.

Pro Rata Fees

Plan administration fees/expenses that may be charged pro rata include, but are not limited to, fees/expenses for legal, accounting, audit, compliance, intermediary/advisor, investment, recordkeeping, and trustee services (collectively "Plan Administration Fees").

Per Capita Fees

Plan administration fees/expenses that may be charged on a per capita basis are fees/expenses for recordkeeping services.

Administrative Expense Name	Description of Expense	Expense Amount/Schedule		Allocation Method
Participant Charge	A charge assessed to each participant account under the plan to partially offset general plan administrative costs, including tracking contributions, plan investments, expenses, availability of services such as the participant website, call center, benefit calculations, and processing distributions.	$33.50	0 - 999,999	The plan's annual charge per participant is provided in this chart. This fee will be allocated on a per capita basis to all participants. One twelfth of this fee will be charged to your account each month.

The $33.50 Participant Charge will be assessed even if plan assets exceed the maximum schedule shown in the chart above.

To the extent amounts paid to MassMutual through revenue sharing arrangements with the investment options offered under your plan are in excess of an agreed upon target percentage, the difference will be allocated to the accounts of the participants invested in the investment options from which excess revenue sharing payments were made. If any

Administrative Expenses (continued)

amounts are allocated to your account as a result of this process, those amounts will be reported on your participant statement as additional investment earnings for the impacted investment options. As a result of this earnings allocation, the investment earnings reported for an impacted investment option will be more than the Average Annual Total Return listed in the Comparative Chart for such investment option. Furthermore, the effective Total Annual Operating Expense for any investment option for which you receive an earnings allocation will be less than then Total Annual Operating Expense listed in the Comparative Chart.

If the Plan's Sponsor normally pays the fees for administrative services performed by MassMutual, and the payment is overdue in accordance with the Plan Sponsor's Administrative Services Agreement with MassMutual, the Plan Sponsor is authorizing that the outstanding expenses will be deducted from participants' account balances on a pro rata basis to the extent allowed by the Plan's Administrative Services Agreement. Your share of the overdue expense will be determined by multiplying the fee by a ratio that is equal to the value of your account balance divided by the value of all account balances under the plan.

In addition, there may be other administrative services performed by service providers outside of MassMutual during the next 12 months. However, it is unknown at this time if any services by other service providers will be required, what fees may be charged and whether those fees will be paid from plan assets. Examples of other administrative services that may occur outside of MassMutual and that may be paid by plan assets if not paid by the Plan Sponsor include but are not limited to: legal services; third party administrator services; accounting services; plan audits; and intermediary/advisor services. If any fees for services performed outside of MassMutual are to be deducted from participant accounts, they may be deducted on a pro rata or a per capita basis. The Plan Sponsor will direct which allocation method will be used when the fee for the service is submitted for payment to the service provider or reimbursement to the Plan Sponsor.

Individual Expenses

The Plan may impose certain charges against individual participants' accounts rather than charge them against the Plan as a whole. These charges may arise based on your use of a feature available under the Plan (e.g., participant loans), or based on the application of applicable law (e.g., processing a qualified domestic relations order in case of a divorce). Any fee or expense charged against your account will be reported to you in your quarterly account statement in the calendar quarter following the quarter in which the charge occurs (and/or, as applicable, in any transaction statement).

Activity Type	Current Fees
Distribution	$40
Hardship Administration	$120
Loan Processing (electronic)	$50
Loan Processing (paper)	$50
Qualified Domestic Relation Order	$350
Special Mailing	$40
Term Participant Plan Admin Fee	$40

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MassMutual
PO Box 219062
Kansas City, MO 64121-9062