

<b>Reconciliation of Non-GAAP Financial Measures</b>					
<i>(dollars in thousands)</i>					
	<b>3Q14</b>	<b>2Q14</b>	<b>1Q14</b>	<b>4Q13</b>	<b>3Q13</b>
<b>Average Core Deposits</b>					
<b>Average Core Deposits Excluding State, County, and Municipal Deposits</b>					
Average total deposits	\$20,938,587	\$20,863,706	\$20,725,259	\$21,150,068	\$20,878,768
Subtract: Average brokered deposits	<u>(1,494,620)</u>	<u>(1,401,167)</u>	<u>(1,234,847)</u>	<u>(1,194,427)</u>	<u>(1,333,293)</u>
Average core deposits	<u>19,443,967</u>	<u>19,462,539</u>	<u>19,490,412</u>	<u>19,955,641</u>	<u>19,545,475</u>
Subtract: Average state, county, and municipal deposits	<u>(2,045,817)</u>	<u>(2,268,852)</u>	<u>(2,365,096)</u>	<u>(2,354,731)</u>	<u>(2,233,281)</u>
Average core deposits excluding state, county, and municipal deposits	<u>17,398,150</u>	<u>17,193,687</u>	<u>17,125,316</u>	<u>17,600,910</u>	<u>17,312,194</u>
<b>Reconciliation of Non-GAAP Financial Measures (continued)</b>					
<i>(dollars and shares in thousands)</i>					
	<b>3Q14</b>	<b>2Q14</b>	<b>1Q14</b>	<b>4Q13</b>	<b>3Q13</b>
<b>Tier 1 Common Equity Ratio</b>					
Total shareholders' equity	\$ 3,076,545	\$ 3,053,051	\$ 2,998,496	\$2,948,985	\$2,931,860
Add: Accumulated other comprehensive loss	24,827	13,716	30,463	41,258	29,514
Subtract: Goodwill	(24,431)	(24,431)	(24,431)	(24,431)	(24,431)
Subtract: Other intangible assets, net	(1,471)	(1,678)	(1,883)	(3,415)	(3,783)
Subtract: Disallowed deferred tax asset	(529,342)	(547,786)	(579,537)	(618,516)	(647,828)
Other items	<u>7,637</u>	<u>7,619</u>	<u>7,682</u>	<u>7,612</u>	<u>7,426</u>
Tier 1 capital	<u>2,553,765</u>	<u>2,500,491</u>	<u>2,430,790</u>	<u>2,351,493</u>	<u>2,292,758</u>
Subtract: Qualifying trust preferred securities	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)
Subtract: Series C Preferred Stock, no par value	<u>(125,980)</u>	<u>(125,980)</u>	<u>(125,980)</u>	<u>(125,862)</u>	<u>(125,400)</u>
Tier 1 common equity	<u>2,417,785</u>	<u>2,364,511</u>	<u>2,294,810</u>	<u>2,215,631</u>	<u>2,157,358</u>
Risk-weighted assets	22,811,614 <sup>(1)</sup>	22,702,108	22,404,099	22,316,091	21,735,363
Tier 1 common equity ratio	<u>10.60%<sup>(1)</sup></u>	<u>10.42</u>	<u>10.24</u>	<u>9.93</u>	<u>9.93</u>
<b>Tangible Common Equity to Tangible Assets Ratio</b>					
Total assets	\$26,519,110	\$26,627,290	\$ 26,435,426	\$26,201,604	\$26,218,360
Subtract: Goodwill	(24,431)	(24,431)	(24,431)	(24,431)	(24,431)
Subtract: Other intangible assets, net	<u>(1,471)</u>	<u>(1,678)</u>	<u>(1,883)</u>	<u>(3,415)</u>	<u>(3,783)</u>
Tangible assets	<u>26,493,208</u>	<u>26,601,181</u>	<u>26,409,112</u>	<u>26,173,758</u>	<u>26,190,146</u>
Total shareholders' equity	3,076,545	3,053,051	2,998,496	2,948,985	2,931,860
Subtract: Goodwill	(24,431)	(24,431)	(24,431)	(24,431)	(24,431)
Subtract: Other intangible assets, net	(1,471)	(1,678)	(1,883)	(3,415)	(3,783)
Subtract: Series C Preferred Stock, no par value	<u>(125,980)</u>	<u>(125,980)</u>	<u>(125,980)</u>	<u>(125,862)</u>	<u>(125,400)</u>
Tangible common equity	<u>2,924,663</u>	<u>2,900,962</u>	<u>2,846,202</u>	<u>2,795,277</u>	<u>2,778,246</u>
Total shareholders' equity to total assets ratio	11.60%	11.47	11.34	11.25	11.18
Tangible common equity to tangible assets ratio	11.04%	10.91	10.78	10.68	10.61
<b>Adjusted net income per common share, diluted</b>					
Net income available to common shareholders	\$ 44,229				
Add: Litigation settlement expenses (after-tax)					

	7,545
Deduct: Recovery of previously incurred legal costs related to certain legal matters, net of legal costs incurred in 3Q14 related to those same legal matters (after-tax) <sup>(2)</sup>	(2,211)
Add: Restructuring charges (after-tax)	494
Add: Visa indemnification charges (after-tax)	<u>1,209</u>
Adjusted net income available to common shareholders	\$ 51,266
Weighted average common shares outstanding - diluted	139,726
Adjusted net income per common share, diluted	<u>\$ 0.37</u>

#### Reconciliation of Non-GAAP Financial Measures, continued

(dollars in thousands)

	3Q14	2Q14	1Q14	4Q13	3Q13
<b>Adjusted Pre-tax, Pre-credit Costs Income</b>					
Income before income taxes	\$ 72,656	\$ 73,950	\$ 77,024	59,710	73,459
Add: Provision for losses on loans	3,843	12,284	9,511	14,064	6,761
Add: Other credit costs <sup>(3)</sup>	11,858	4,635	8,128	8,285	15,603
Add: Restructuring charges	809	7,716	8,577	3,770	687
Add: Litigation settlement expenses <sup>(4)</sup>	12,349	-	-	10,000	-
Subtract: Investment securities gains, net	-	-	(1,331)	(373)	(1,124)
Add: Visa indemnification charges	1,979	356	396	799	-
Subtract: Gain on sale of Memphis branches, net <sup>(5)</sup>	<u>-</u>	<u>-</u>	<u>(5,789)</u>	<u>-</u>	<u>-</u>
Adjusted pre-tax, pre-credit costs income	<u>103,494</u>	<u>98,941</u>	<u>96,516</u>	<u>96,255</u>	<u>95,386</u>
<b>Adjusted Non-interest Expense</b>					
Total non-interest expense	\$ 193,749	\$ 182,205	\$ 184,161	190,738	187,328
Subtract: Other credit costs <sup>(3)</sup>	(11,858)	(4,635)	(8,128)	(8,285)	(15,603)
Subtract: Restructuring charges	(809)	(7,716)	(8,577)	(3,770)	(687)
Subtract: Visa indemnification charges	(1,979)	(356)	(396)	(799)	-
Subtract: Litigation settlement expenses <sup>(4)</sup>	<u>(12,349)</u>	<u>-</u>	<u>-</u>	<u>(10,000)</u>	<u>-</u>
Adjusted non-interest expense	<u>166,754</u>	<u>169,498</u>	<u>167,060</u>	<u>167,884</u>	<u>171,038</u>

(1) Preliminary

(2) Recovery of previously incurred legal costs represents a reimbursement from an insurance carrier for attorney fees incurred in previous periods in connection with certain litigation. This amount, net of attorney fees incurred in 3Q14 relating to the same legal matters, is recorded as a component of professional fees in the consolidated income statement. These items are also a component of adjusted pre-tax, pre-credit costs income.

(3) Other credit costs consist primarily of foreclosed real estate expense, net

(4) 3Q14 and 4Q13 amounts consist of litigation settlement expenses, including loss contingency accruals, with respect to certain legal matters. Amounts for other periods presented herein are not reported separately as amounts are not material.

(5) Consists of gain, net of associated costs, from the sale of certain loans, premises, deposits, and other assets and liabilities of the Memphis, Tennessee branches of Trust One Bank, a division of Synovus Bank.