

SYNOVUS FINANCIAL CORP  
Form DEF 14A  
March 12, 2019  
TABLE OF CONTENTS

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

**SCHEDULE 14A**  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant                      Filed by a party other than the Registrant   

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**SYNOVUS FINANCIAL CORP.**  
**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

TABLE OF CONTENTS

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND  
2019 PROXY STATEMENT

TABLE OF CONTENTS

March 12, 2019

Dear Fellow Shareholder:

On behalf of your Board of Directors, we are pleased to cordially invite you to attend the 2019 Annual Meeting of Shareholders of Synovus Financial Corp. at 10:00 a.m. on Wednesday, April 24, 2019 at Blanchard Hall, Synovus Bank, 1144 Broadway, Columbus, Georgia. Shareholders of record as of February 21, 2019 are invited to attend.

As the bank of *here*, we create value by leading and strengthening communities and serving the needs of our customers through relationships. We especially value our relationships with shareholders, and we are proud of our success in 2018. We delivered strong revenue, net income, and earnings per share growth, and increased our profitability and efficiency targets. We grew loans and deposits while diversifying our balance sheet and strengthening liquidity and credit quality. We completed the system-wide transition to a single brand, and announced and finalized the largest acquisition in our history. And we made significant progress in a range of areas — from talent acquisition to customer experience — that will make us even stronger in the future.

We continued to demonstrate that *Here Matters* everywhere we operate. Synovus team members volunteered nearly 30 thousand hours through more than 4,300 *Here Matters* opportunities in 2018. Team members and the company contributed more than \$915,000 for the United Way, and team members provided \$127,000 in scholarships to 126 students through the Jack Parker Scholarship Fund. The company's philanthropic giving was approximately \$2 million to more than 500 non-profits and agencies across our footprint.

The recognition we received in 2018 reflected our strong performance. We won 22 awards in the 2018 Greenwich Excellence Awards for Small Business Banking and Middle Market Banking and four awards in the 2018 Greenwich Best Brand Awards. For the fourth consecutive year, we were named one of America's most reputable banks by American Banker and Reputation Institute, and again ranked in the top 10 among both customers and non-customers. We were also proud to be named one of American Banker's Best Banks to Work For and to have two of our directors named to NACD's Directorship 100.

In 2019, we will continue to execute on our strategic plan, including successfully integrating FCB, improving the customer experience, enabling organic growth, and developing the skills and capabilities of our team members.

We remain committed to sound corporate governance, a robust shareholder engagement program, and effectively stewarding your shareholder capital. As always, we will continue to cultivate our service-focused culture and reputation, which are our primary competitive advantages and the foundation of your trust.

Once again, we are providing proxy materials to our shareholders primarily through the Internet. By lowering the costs of our annual proxy campaign and saving paper, we believe this process contributes to our sustainability efforts while offering our shareholders a convenient way to access important information about the matters we will vote on at our annual meeting.

On behalf of our full Board, we would also like to thank Cathy Allen, Jerry Nix, Mel Stith and Phil Tomlinson for their years of dedicated service to our Company. They will be retiring in April, having reached the mandatory retirement age; their wisdom and commitment to advancing the interests of all of Synovus' stakeholders are much appreciated and valued.

Thank you for your continued support of Synovus. We look forward to seeing you at the meeting.

Sincerely,

Kessel D. Stelling  
Chairman, Chief Executive  
Officer and President

Elizabeth W. Camp  
Lead Director

TABLE OF CONTENTS

**Notice of the 2019 Annual Meeting of Shareholders**

**Wednesday, April 24, 2019**

**10:00 a.m.**

*Blanchard Hall, Synovus Bank, 1144 Broadway, Columbus, Georgia 31901*

**Items of Business:**

1. To elect as directors the 11 nominees named in this Proxy Statement;
2. To hold an advisory vote on the compensation of Synovus' named executive officers as determined by the Compensation Committee;
3. To ratify the appointment of KPMG LLP as Synovus' independent auditor for the year 2019; and
4. To transact such other business as may properly come before the meeting and any adjournment thereof.

**Who may vote:**

You can vote if you were a shareholder of record on February 21, 2019.

**Annual Report:**

A copy of the 2018 Annual Report accompanies this Proxy Statement.

**Your vote is important. Please vote in one of the following ways:**

1. Use the toll-free telephone number shown on your proxy card;
2. Visit the Internet website listed on your proxy card;
3. Mark, sign, date and promptly return the enclosed proxy card in the postage-paid envelope provided; or
4. Submit a ballot at the Annual Meeting.

**If you have questions about the matters described in this Proxy Statement, how to submit your proxy or if you need additional copies of this Proxy Statement, the enclosed proxy card or voting instructions, you should contact Innisfree M&A Incorporated, the Company's proxy solicitor, toll-free at (888) 750-5834. Banks and brokers may call collect at (212) 750-5833.**

This Notice of the 2019 Annual Meeting of Shareholders and the accompanying Proxy Statement are sent by order of the Board of Directors.

**March 12, 2019**

**Allan E. Kamensky**  
Secretary

**YOUR VOTE IS IMPORTANT. WHETHER YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE VOTE YOUR SHARES PROMPTLY BY TELEPHONE OR INTERNET OR BY**

**SIGNING AND RETURNING YOUR EXECUTED PROXY CARD.**

TABLE OF CONTENTS

Table of Contents

<b><u>PROXY STATEMENT SUMMARY</u></b>	<b><u>1</u></b>
<b><u>VOTING INFORMATION</u></b>	<b><u>4</u></b>
<b><u>CORPORATE GOVERNANCE AND BOARD MATTERS</u></b>	<b><u>8</u></b>
<b><u>DIRECTOR COMPENSATION</u></b>	<b><u>18</u></b>
<b><u>PROPOSALS TO BE VOTED ON</u></b>	<b><u>20</u></b>
<b><u>PROPOSAL 1</u></b> Election of 11 Directors	<b><u>20</u></b>
<b><u>PROPOSAL 2</u></b> Advisory Vote on Compensation of our Named Executive Officers as Determined by the Compensation Committee	<b><u>26</u></b>
<b><u>PROPOSAL 3</u></b> Ratification of the Appointment of the Independent Auditor	<b><u>27</u></b>
<b><u>EXECUTIVE OFFICERS</u></b>	<b><u>28</u></b>
<b><u>STOCK OWNERSHIP OF DIRECTORS AND NAMED EXECUTIVE OFFICERS</u></b>	<b><u>29</u></b>
<b><u>PRINCIPAL SHAREHOLDERS</u></b>	<b><u>30</u></b>
<b><u>AUDIT COMMITTEE REPORT</u></b>	<b><u>31</u></b>
<b><u>EXECUTIVE COMPENSATION</u></b>	<b><u>33</u></b>
<b><u>COMPENSATION COMMITTEE REPORT</u></b>	<b><u>45</u></b>
<b><u>SUMMARY COMPENSATION TABLE</u></b>	<b><u>46</u></b>
<b><u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u></b>	<b><u>51</u></b>
<b><u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u></b>	<b><u>52</u></b>

**SHAREHOLDER PROPOSALS AND NOMINATIONS** **52**

**GENERAL INFORMATION** **53**

Financial Information 53

Solicitation of Proxies 53

Householding