

## Synovus 10-1 Voting Instructions

As a shareholder of Synovus Financial Corp., you are being asked to vote on certain proposals related to Synovus described in the accompanying Proxy Statement for Synovus' 2019 annual shareholders' meeting ("Annual Meeting"). As you may be aware, Synovus has a voting structure, established by Synovus' Articles of Incorporation and Bylaws, under which a holder of Synovus common stock may be entitled to exercise 10 votes per share for each of his or her shares that satisfy certain prescribed criteria and one vote per share for each of his or her shares that does not (the "10-1 Voting Provisions").

The 10-1 Voting Provisions consist of seven categories. The first six categories are a share by share test, and the seventh is a shareholder test. Under the 10-1 Voting Provisions, a shareholder may hold some shares that qualify for 10-1 voting and some shares that do not. The presumption is that a share gets 1 vote per share unless the right to 10 votes per share is clearly established.

To be eligible for 10-1 voting, a share of common stock must meet at least one of the following criteria:

- (1) have had the same beneficial owner since April 24, 1986;
- (2) have had the same beneficial owner for a continuous period of greater than 48 months prior to the record date;
- (3) have been issued by Synovus as part of an acquisition in which the resolutions approving such acquisition specifically grant 10-1 voting to those issued shares (and such shares are held by the same initial beneficial owner);
- (4) have been issued directly from Synovus pursuant to approving resolutions that specifically grant 10-1 voting to those issued shares (and such shares are held by the same initial beneficial owner to which such shares were issued);
- (5) have been acquired under an employee, officer or director benefit plan maintained for one or more employees, officers and/or directors of Synovus or its subsidiaries (and be currently held by the same beneficial owner for whom it was originally acquired under such plan);
- (6) have been acquired through a dividend reinvestment plan (and be currently held by the same beneficial owner for whom it was originally acquired under such plan); or
- (7) be currently owned by a holder who, in addition to shares which are beneficially owned under the provisions of criteria (1)-(6) above, is the beneficial owner of less than 162,723 shares of common stock.

To determine which of its shares are entitled to 10-1 voting, Synovus relies on the written certifications that you, its shareholders, make either on the proxy card or through internet as part of the voting process. If you vote by mail by completing and sending in a proxy card, you will be asked to complete the certification set forth in the "DESCRIPTION OF VOTING RIGHTS" box contained on the proxy card, which we refer to as the "Certification." If you vote in person at the annual meeting, you will be given a ballot including the Certification to complete setting forth this information. If you vote by internet you will be asked to complete the Certification over the internet. Because certifications must be in writing, **if you choose to vote by telephone, all of your shares will be voted as one vote per share.** A worksheet that you can use to assist you in completing your Certification is available on the Synovus website at [investor.synovus.com/2019annualmeeting](http://investor.synovus.com/2019annualmeeting).

**The Certification is your affirmation to the Company that you are entitled to the number of votes per share under the 10-1 Voting Provisions in exactly the manner as set forth on the Certification.** If you provide information carelessly or with deliberate falsity, you are undermining the integrity of Synovus' voting process. Please be thoughtful and answer to the best of your knowledge. Synovus reserves the right to request additional documentation from you to confirm the voting power of your shares. Furthermore, if you fail to complete the Certification, your shares will be presumed to be entitled to only one vote per share. We have provided a Voting Instruction Worksheet on the website hosting our proxy materials to further assist you in determining the number of votes your shares are entitled to. Please refer to this Voting Instruction Worksheet when answering the certification questions.

As stated above, a holder is entitled to 10-1 voting for only those of his or her shares that meet one or more of the 7 criteria stated above. Consequently, you may have some shares that qualify for 10-1 voting and some that do not. It is also possible that all or none of your shares qualify for 10-1 voting. If you hold your shares in several different accounts or funds, you may need to analyze the characteristics of each account or fund individually to determine the voting power of the shares held in such accounts or funds. In other words, within each of those accounts or funds, some of the shares may qualify for 10-1 voting and some may not. For purposes of criterion 7, you will also need to consult the definition of beneficial ownership set forth in both our Articles of Incorporation and our Bylaws and to analyze the ownership and management structure of your affiliated funds or accounts to determine the number of shares beneficially owned. Furthermore, if you receive multiple proxy cards, the information provided by you on each card should take into account all shares beneficially owned by you whether or not reflected on such proxy card.

Synovus reserves the right to require evidence to support your Certification. Any evidence requested to support your Certification must be delivered to the Synovus no later than April 17, 2019. If any dispute regarding your beneficial ownership and the voting power of your shares has not been resolved on or prior to April 24, 2019, your shares will be deemed entitled to one vote per share at the Annual Meeting, and any subsequent determination that your shares are entitled to 10 votes per share will not affect the outcome of the Annual Meeting.

**Please remember that in completing your Certification, you are certifying, under penalty of perjury, to Synovus the voting power of the shares you hold. Synovus will rely on your certification to calculate the outcome of voting on the proposals set forth in the accompanying Proxy Statement, so please answer thoughtfully, fully and truthfully.**

If you have general questions about the voting process, please call the firm assisting us with the solicitation of proxies, Innisfree M&A Incorporated, toll-free, at (877) 456-3488. (Banks and brokers may call collect at (212) 750-5833.) Please note that because you are responsible for certifying under penalty of perjury as to your share ownership, Innisfree will not be able to provide advice as to which of your shares, if any, are entitled to 10-1 voting.