ZIONS BANCORPORATION /UT/
Form DEF 14A
April 19, 2018

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

SCHEDULE 14A
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant x 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))
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material under §240.14a-12

ZIONS BANCORPORATION

(Name of registrant as specified in its charter)

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(3) Filing Party:
(4) Date Filed:

April 19, 2018

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Zions Bancorporation. The meeting will be held on Friday, June 1, 2018, at 1:00 p.m., local time, in the Zions Bank Building Founders Room, One South Main Street, 18th Floor, on the corner of South Temple and Main Street in Salt Lake City, Utah.

We are furnishing our proxy materials to you over the Internet as allowed by the rules of the Securities and Exchange Commission. Accordingly, on or about April 21, 2018, you will receive a Notice of Internet Availability of Proxy Materials, or Notice, which will provide instructions on how to access our Proxy Statement and annual report online. This is designed to reduce our printing and mailing costs and the environmental impact of our proxy materials. A paper copy of our proxy materials may be requested through one of the methods described in the Notice.

It is important that all shareholders attend or be represented at the meeting. Whether or not you plan to attend the meeting, please promptly submit your proxy over the Internet by following the instructions found on your Notice. As an alternative, you may follow the procedures outlined in your Notice to request a paper proxy card to submit your vote by mail. The prompt submission of proxies will save the Company the expense of further requests for proxies, which might otherwise be necessary in order to ensure a quorum.

Shareholders, media representatives, analysts, and the public are welcome to listen to the Annual Meeting via a live webcast accessible at www.zionsbancorporation.com.

Sincerely,

Harris H. Simmons
Chairman and Chief Executive Officer

ZIONS BANCORPORATION
One South Main Street, 11th Floor
Salt Lake City, Utah 84133-1109

NOTICE OF THE 2018 ANNUAL MEETING OF SHAREHOLDERS
Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to be held on June 1, 2018

The Proxy Statement and Annual Report are available at www.zionsbancorporation.com/annualreport.

Date: June 1, 2018
Time: 1:00 p.m., local time
Place: Zions Bank Building Founders Room, 18th Floor
One South Main Street, Salt Lake City, Utah 84133

Webcast of the Annual Meeting: You may listen to a live webcast of the Annual Meeting on our website at www.zionsbancorporation.com.

Purpose of the Annual Meeting:

1. To elect 10 directors for a one-year term (Proposal 1)
2. To ratify the appointment of our independent registered public accounting firm for our fiscal year ending December 31, 2018 (Proposal 2)
3. To approve, on a nonbinding advisory basis, the compensation paid to our named executive officers with respect to the fiscal year ended December 31, 2017 (Proposal 3)

Record Date: Only shareholders of record on March 29, 2018, are entitled to notice of, and to vote at, the Annual Meeting.

Admission to the Meeting: Space at the location of the Annual Meeting is limited, and admission will be on a first-come, first-served basis. Before admission to the Annual Meeting, you may be asked to present valid picture identification, such as a driver’s license or passport. If you hold your shares in the name of a brokerage, bank, trust, or other nominee as a custodian (“street name” holders), you will need to bring a copy of a brokerage statement reflecting your share ownership as of the record date. Cameras, recording devices, and other electronic devices will not be permitted at the Annual Meeting.

By order of the Board of Directors
Thomas E. Laursen
Corporate Secretary
Salt Lake City, Utah
April 19, 2018

Table of Contents

ZIONS BANCORPORATION
One South Main Street, 11th Floor
Salt Lake City, Utah 84133-1109

PROXY STATEMENT

SOLICITATION AND VOTING INFORMATION

Your proxy is solicited by the Board of Directors (referred to as the "Board") of Zions Bancorporation (referred to as "Zions," "we," "our," "us," or the "Company") for use at the Annual Meeting of our shareholders to be held in the Zions Bank Building Founders Room, One South Main Street, 18th Floor, on the corner of South Temple and Main Street in Salt Lake City, Utah, on Friday, June 1, 2018, at 1:00 p.m. local time.

In accordance with rules and regulations of the Securities and Exchange Commission, we have elected to provide our shareholders with access to our proxy materials over the Internet rather than in paper form. Accordingly, on or about April 21, 2018, we will send a Notice of Internet Availability of Proxy Materials rather than a printed copy of the materials to our shareholders of record as of March 29, 2018, the record date for the Annual Meeting.

If you validly submit a proxy solicited by the Board, the shares represented by the proxy will be voted on the proposals in the manner you specify. If no contrary direction is given, your proxy will be voted as follows:

Ø FOR the election of the 10 directors listed on page 70 to a one-year term of office (Proposal 1)

Ø FOR ratification of the appointment of our independent registered public accounting firm for 2018 (Proposal 2)

Ø FOR approval, on a nonbinding advisory basis, of the compensation paid to our named executive officers identified in this Proxy Statement with respect to the year ended December 31, 2017 (Proposal 3)

If you submit your proxy but indicate that you want to ABSTAIN with respect to any proposal, your shares will be counted for purposes of whether a quorum exists. An abstention will have no effect on the outcome of any proposal.

You may REVOKE your proxy at any time before it is voted at the Annual Meeting by giving written notice to our Corporate Secretary, or by submitting a later dated proxy through the mail, Internet, or telephone (in which case the later submitted proxy will be recorded and the earlier proxy revoked), or by voting in person at the Annual Meeting.

The only shares that may be voted at the Annual Meeting are the 197,050,113 common shares outstanding at the close of business on the record date. Each share is entitled to one vote.

On all matters other than the election of directors, the action will be approved if the number of shares validly voted “for” the action exceeds the number of shares validly voted “against” the action. In the election of directors, a nominee will be elected as director for a full term if, and only if, the the nominee receives the affirmative vote of the majority of the votes cast with respect to that nominee (meaning the number of shares validly voted “for” the nominee exceeds the number of shares voted “against” that nominee). If a nominee fails to receive such a majority of votes, he or she will be elected to a term of office ending on the earlier of 90 days after the date on which we certify election results and the day on which a person is selected by the Board to fill the office held by such director. This 90-day transitional period is required by Utah law and provides the Board time to identify an appropriate replacement, decide to leave the directorship vacant or otherwise respond to such a failed election. A quorum of our shares must be present or represented by proxy before any action can be taken at the meeting. A quorum of our shares is a majority of the shares entitled to vote on the record date. In order for a shareholder proposal to be acted on at the meeting, the proposal will need to be validly presented at the Annual Meeting by a shareholder proponent.

Please note that under the New York Stock Exchange, or NYSE, rules governing broker-dealers, brokers that have not received voting instructions from their customers 10 days prior to the Annual Meeting date may vote their customers’ shares in the brokers’ discretion on the proposal regarding the ratification of the appointment of our independent registered public accounting firm (Proposal 2) because this is considered “discretionary” under NYSE rules. If your broker is an affiliate of the Company, NYSE policy states that, in the absence of your specific voting instructions, your shares may be voted only in the same proportion as all other shares are voted with respect to each discretionary item. Under the NYSE rules, each other proposal is a “non-discretionary” item, which means that member brokers who have not received instructions from the beneficial owners of the Company’s common stock do not have discretion to vote the shares of our common stock held by those beneficial owners on those proposals. This means that brokers may not vote your shares in the election of directors (Proposal 1), or on the proposal to approve 2017 compensation of our named executive officers on a nonbinding advisory basis (Proposal 3), unless you provide specific instructions on how to vote. Broker non-votes will have no effect on the outcome of these proposals. We encourage you to provide instructions to your broker regarding the voting of your shares.

We will bear the cost of soliciting proxies. We will reimburse brokers and others who incur costs to send proxy materials to beneficial owners of shares held in a broker or nominee name. Our directors, officers, and employees may solicit proxies in person, by mail, or by telephone, but they will receive no extra compensation for doing so.

On November 20, 2017, we announced a proposal to streamline our corporate structure by merging into our bank subsidiary, ZB, N.A. (the “Bank”). If that restructuring is completed, holders of our common stock will become holders of common stock in the Bank, future annual meetings will be held by the Bank, and proxies will be solicited in accordance with the rules and regulations of the Office of the Comptroller of the Currency. If that restructuring is completed, we will, as appropriate, provide additional information concerning the next Bank annual meeting of stockholders to the extent it is inconsistent with the information in this proxy statement.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

BOARD AND CORPORATE GOVERNANCE HIGHLIGHTS

We are committed to high standards of ethics and sound corporate governance, including oversight of the Company's affairs by a strong, qualified, and independent Board of Directors. We regularly review and enhance our corporate governance guidelines and practices.

CORPORATE GOVERNANCE ENHANCEMENT AND PRACTICES

- Four new, independent members were added to the Board from 2015 through 2017. The average tenure of the Board as of the date of this Proxy Statement is 12 years.
- Our Board includes an independent Lead Director selected by our independent Board members, with clearly defined duties to complement the leadership of our Chairman and CEO, Harris H. Simmons.
- Directors regularly review and approve corporate strategy, providing oversight and effective challenge of management as needed, to help facilitate the creation of value for our shareholders, employees, and the communities we serve.
- Nine of our ten director nominees are independent and, with the exception of the Executive Committee, all of the Board's Committees are comprised entirely of independent Board members.
- All directors are elected for one-year terms.
- We use a majority vote standard in uncontested director elections. If the votes cast to elect a nominee fail to constitute a majority of the votes cast with respect to that nominee, he or she will not be elected for a full term but only for a transitional term of 90 days, a period designed to allow the Board time to identify an appropriate replacement, decide to leave the position vacant or otherwise respond to the failed election.
- Board candidates are selected with consideration given to diversity in background, viewpoint, and experience.
- Directors and executive officers are subject to stock ownership and retention requirements.
- Hedging of company stock by directors and executive officers is strictly prohibited.
- Pledging of company stock by directors and executive officers is restricted; such pledging is subject to approval, and is reviewed annually by the Board's Compensation Committee.

SHAREHOLDER OUTREACH

Throughout the year we meet regularly with investors and actively seek their feedback on a wide variety of topics relating to our performance, including issues such as business strategy, industry trends, capital management, governance, risk management, keys to core earnings growth (including net interest margin management, loan and deposit growth and expense management), portfolio concentrations and compensation. During 2017, we held approximately 250 meetings with institutional investment firms. As part of this outreach, we traveled to see investors in 14 cities located in the United States and Europe, presented at 8 investor conferences and hosted more than 70 face-to-face interactions with shareholders in their offices, and held one-on-one or small group meetings with more than 180 investors in conference settings. We also hosted an investor conference in March 2018 in Salt Lake City, Utah, which was also available via webcast. The feedback we receive at these events is discussed in management-level and Board-level meetings.

Additionally, we periodically seek shareholder feedback on our corporate governance practices to gain their perspective.

At our 2017 Annual Meeting, our shareholders approved a non-binding advisory say-on-pay proposal with approximately 94% of the votes cast voting in favor of that proposal. The Compensation Committee of the Board reviewed the results of the shareholder vote, which indicates there is strong support among shareholders for our compensation structure and decisions.

As we design our compensation programs, we are mindful of balancing the objectives of our various constituencies, including our investors, regulators, customers, and employees. Industry-wide guidance from regulators has focused on ensuring that incentive compensation programs do not encourage excessive or unnecessary risk-taking. Our shareholders also have a wide variety of perspectives on compensation and we were pleased to engage with a number of them over the course of 2017 to learn more about their viewpoints.

In recent years, our Board has worked to incorporate feedback from investors to more closely align pay with performance, in part by making the following refinements to our incentive compensation award determination processes:

- Created greater transparency regarding incentive compensation targets for members of the Company's Executive Management Committee ("EMC")
- Formalized guidance on how performance appraisals for each EMC member should inform cash bonus payments for respective EMC members, as described under "Compensation Discussion and Analysis"
- Expanded the scope of the risk management assessment of each EMC member, which is an important input into each EMC member's overall Performance Appraisal Rating, to include a more comprehensive assessment of each EMC member's risk management performance

We intend to continue to manage our current compensation structures and approach to ensure that there is ongoing support for our pay programs among various constituencies, including our investors, regulators, and employees.

DIRECTOR NOMINEES

You are being asked to elect 10 directors, each to hold office until the next Annual Meeting of shareholders or until his or her successor is duly elected or qualified. The proposal for the election of these directors (Proposal 1) begins on page 70 of this Proxy Statement. All of the nominees included on this year's proxy card are directors standing for reelection.

The names, ages, and biographical information for each nominee to our Board are set forth below. See page 11 of this Proxy Statement for a listing of the Board Committee membership of each nominee.

	Principal Occupation, Directorships of Publicly Traded Companies During the Past Five Years, and Qualifications, Attributes, and Skills [(1)]
Jerry C. Atkin Age 69 Director since 1993	Mr. Atkin is chairman and retired CEO of SkyWest, Inc., based in St. George, Utah. Mr. Atkin brings his skills and experience as the head of a publicly traded company for 40 years as well as an accounting background to our Board. At SkyWest, he led the company's growth from annual revenue of less than $1 million to more than $3 billion. Prior to becoming CEO of SkyWest, Mr. Atkin was its chief financial officer.
Gary L. Crittenden Age 64 Director since 2016	Mr. Crittenden is a private investor and has been a non-employee executive director of HGGC, LLC, a California-based middle market private equity firm, since January 2017. During the period of 2009 to January 2017 he served in various capacities at HGGC, including managing director, chairman, and CEO. He is a member of the board of Primerica, where he serves on the audit committee. He previously served as chairman of Citi Holdings, and as chief financial officer at Citigroup, American Express Company, Monsanto, Sears Roebuck, Melville Corporation and Filene's Basement following a consulting career at Bain & Company. Mr. Crittenden brings substantial experience in banking and financial services, mergers and acquisitions, investment management, public markets, finance and accounting, risk management and regulatory relations.
Suren K. Gupta Age 57 Director Since 2015	Mr. Gupta is executive vice president of Technology and Strategic Ventures at Allstate Insurance Company, where he has served since 2011. From 2003 to 2011, he served as executive vice president and group chief information officer, Home & Consumer Finance Group, at Wells Fargo & Company. Mr. Gupta's deep experience in technology, operations, and business strategy adds depth to our Board's knowledge about data, technology, and security, areas of evolving and increasing risk to the financial services industry. He has held senior technology, operations, sales, marketing and strategic development roles at GMAC Residential, INTELSAT, a telecommunications company, and at Thomson Corp., an information company.
J. David Heaney Age 69 Director since 2005	Mr. Heaney is chairman of Heaney Rosenthal Inc., a Houston, Texas-based financial organization specializing in investment in private companies in various industry sectors. Mr. Heaney contributes financial and legal expertise, and broad knowledge of the Texas market to our Board. He was a founding director of Amegy Bancorporation, Inc., which we acquired in December 2005. He has also served as vice president of finance and chief financial officer of Sterling Chemicals, Inc. Mr. Heaney was a partner of the law firm Bracewell & Patterson (now Bracewell).

	Principal Occupation, Directorships of Publicly Traded Companies During the Past Five Years, and Qualifications, Attributes, and Skills [1]
Vivian S. Lee Age 51 Director since 2015	Dr. Lee is currently on sabbatical as a faculty member of the University of Utah. From 2011 to May 2017, Dr. Lee served as senior vice president of Health Sciences at the University of Utah, dean of the University's School of Medicine, and CEO of University of Utah Health Care since 2011. She was previously the vice dean for science, senior vice president, and chief scientific officer of New York University Medical Center. Dr. Lee brings a wealth of experience as a CEO focused on streamlining processes and improving efficiency in the highly regulated and rapidly evolving health care industry. She has been responsible for an annual budget of more than $3.3 billion, and led a healthcare system comprising four hospitals, numerous clinical and research specialty centers, neighborhood health centers, an insurance plan, and more than 1,200 board-certified physicians. From 2014 until 2015, Dr. Lee also served on the Board of Directors of Zions First National Bank.
Edward F. Murphy Age 65 Director since 2014	Mr. Murphy is a former executive vice president of the Federal Reserve Bank of New York where he served as the principal financial officer and was responsible for enterprise wide operational risk management. He is also a former executive vice president of JP Morgan Chase Incorporated. Mr. Murphy is a Certified Public Accountant who contributes significant expertise in accounting and financial reporting in the banking industry, as well as extensive experience in operational risk management and internal control processes. During his 21-year career at JP Morgan Chase, he held several senior leadership positions, including principal accounting officer, global director of internal audit, chief operating officer of Asia Pacific operations, and chief financial officer of the consumer and middle markets businesses.
Roger B. Porter Age 71 Director since 1993	Dr. Porter serves as IBM Professor of Business and Government at Harvard University, Cambridge, Massachusetts, and as a director of Extra Space Storage, Inc., Packaging Corporation of America, and Tenneco Inc. Dr. Porter brings to the Board his broad knowledge of business-government relations and economics. He has served for more than a decade in senior economic policy positions in the White House, including as assistant to the president for economic and domestic policy from 1989 to 1993. He was also director of the White House Office of Policy Development in the Reagan Administration and executive secretary of the president's economic policy board during the Ford Administration. He is the author of several books on economic policy.
Stephen D. Quinn Age 62 Director since 2002	Mr. Quinn is a former managing director and general partner of Goldman, Sachs & Co. in New York, New York. He is a director of Group 1 Automotive, Inc. and was a director of American Express Bank Ltd. prior to its sale in 2009. Mr. Quinn contributes financial and investment banking expertise to the Board. At Goldman Sachs, he specialized in corporate finance, spending two decades structuring mergers and acquisitions, debt and equity financings, and other transactions for some of America's best-known corporations. At Group 1 Automotive, he is currently the non-executive Chairman; he chairs the nominating/governance committee and is a member of the audit and compensation committees. At American Express Bank Ltd., Mr. Quinn chaired the risk committee and served as a member of its audit committee.

	Principal Occupation, Directorships of Publicly Traded Companies During the Past Five Years, and Qualifications, Attributes, and Skills [1]
Harris H. Simmons Age 63 Director since 1989	Mr. Simmons is Chairman and Chief Executive Officer, or CEO, of Zions Bancorporation and ZB, N.A., our national bank subsidiary. He is a director of Dominion Energy Midstream Partners where he serves on the audit committee, and was previously a director of Questar Corporation. Mr. Simmons' over 40 years of experience in banking and leadership of the Company is invaluable to the Board. During his tenure as our President and then Chairman and CEO, the Company has grown from $3 billion in assets to our present $66 billion in assets. He is past chairman of the American Bankers Association and a member of the Financial Services Roundtable.
Barbara A. Yastine Age 58 Director since 2017	Ms. Yastine served as a director and Co-CEO of privately-held Lebenthal Holdings, LLC from September 2015 to June 2016. Ms. Yastine previously served as Chair, President and CEO of Ally Bank from March 2012 to June 2015. From May 2010 to March 2012, she served as either Chair or Executive Chair of Ally Bank and Chief Administrative Officer of Ally Financial, overseeing the risk, compliance, legal and technology areas. Prior to joining Ally Financial, she served in various capacities in the financial industry, including with Credit Suisse First Boston and Citigroup. Ms. Yastine is a member of the Boards of Directors of Primerica, Inc., where she chairs the compensation committee, and of First Data Corp., where she chairs the audit committee. Ms. Yastine brings to our Board her expertise in general management, consumer and commercial banking, digital strategies, branding, investment banking and capital markets, wealth management, risk and asset management, finance, strategic planning, and bank regulatory matters from her broad experience serving in financial services.

1 Each member of the Company's Board of Directors has also been a director of the Company's subsidiary, ZB, N.A., since January 2016, with the exception of Mr. Crittenden who has been a director of ZB, N.A. since August 2016 and Ms. Yastine, who has been a director of ZB, N.A. since April 2017.

BOARD MEETINGS AND ATTENDANCE

During 2017, our full Board held 11 meetings and the non-management directors met in confidential "executive sessions" 7 times. Our independent Lead Director presided at each such executive session. All directors attended at least 75% of the total number of all Board and applicable committee meetings. All Board members also attended last year's Annual Meeting of shareholders, except for Dr. Lee, who was excused to fulfill a speaking engagement. All of our directors are expected to attend the regularly scheduled meetings of the Board, including the organizational meeting held in conjunction with the Annual Meeting, meetings of committees of which they serve as members, and our Annual Meeting of shareholders.

The Board regularly schedules educational presentations during its regular meetings to stay current on market, regulatory and industry issues. In addition, our Board members periodically attend industry conferences, meetings with regulatory agencies, and training and educational sessions pertaining to their service on the Board and its committees.

The Board typically invites members of management, including our president and chief operating officer, or COO; chief financial officer, or CFO; general counsel; chief risk officer, or CRO; chief credit officer; and director of Internal Audit to attend Board meetings and Board committee meetings (or portions thereof) to provide information relating to their areas of responsibility. Members of management do not attend executive sessions of the Board, except when requested by the Board.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE GUIDELINES AND POLICIES

In addition to the elements of corporate governance reflected in our Board structure and responsibilities, we maintain a comprehensive set of corporate governance guidelines and policies. These are adopted and updated by the Board upon the recommendation of the Nominating and Corporate Governance Committee and include the following:

- Corporate Governance Guidelines, which address our Board's structure and responsibilities, including the Board's role in management succession planning and the evaluation and compensation of executive officers
- Code of Business Conduct and Ethics, which applies to all of our officers and employees, including the CEO, CFO, and controller
- Code of Business Conduct and Ethics for members of the Board of Directors
- Related-Party Transactions Policy, which prohibits certain transactions between the Company and its directors, executive officers, and 5% shareholders without necessary disclosure and approval or ratification
- Stock Ownership and Retention Guidelines, under which our executive officers and directors are expected to hold specified amounts of our common shares
- Policies prohibiting hedging and restricting pledging of Company stock by directors or executive officers
- Incentive Compensation Clawback Policy, which allows the Company to, among other actions, recapture prior incentive compensation or cancel all or a portion of long-term incentive awards granted to an employee

These guidelines and policies are posted on our website at www.zionsbancorporation.com and can be accessed by clicking on "Corporate Governance." Our Board committee charters and information concerning purchases and sales of our equity securities by our executive officers and directors are also available on our website.

BOARD INDEPENDENCE AND LEADERSHIP STRUCTURE

Our Board continues to be strongly independent. The Board has determined that 9 of our 10 Board members nominated for reelection at the Annual Meeting are "independent" directors, as defined by the rules of The Nasdaq Stock Market LLC, or Nasdaq, and our Corporate Governance Guidelines. In addition, the Board's Lead Director, the chairpersons of each of the Board's committees, and all of the members of the Board's committees, other than the Executive Committee, are independent.

Under our Corporate Governance Guidelines, a director will be considered independent only if he or she: (i) is "independent" under Nasdaq rules, and (ii) does not have any relationship which, in the opinion of the Board, would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director. Each director is required to inform the chairperson of the Company's Nominating and Corporate Governance Committee of any such direct or indirect relationship between the director and the Company or its subsidiaries (such as where the director is a partner, shareholder or officer of an organization that has any relationship with the Company or any of its subsidiaries) that could interfere with the director's exercise of independent judgment. In determining whether any such relationship in fact would interfere with a director's exercise of independent judgment, the Board considers such factors as it deems appropriate, such as the relative magnitude of the relationship, the financial or other importance of the relationship to the director and the Company and its subsidiaries, and whether the relationship was made in the ordinary course on arms-length terms for which substitute arrangements are readily available to the director and the Company and its subsidiaries. Applying this definition, the Board has determined that all of our directors are independent except for Harris H. Simmons, who is the CEO of the Company. In addition, members of the Board committees must meet all other independence and experience standards required by law or rules and regulations of governmental agencies or self-regulatory bodies.

Our Board considers its governance periodically and believes, at this time, that combining the roles of chairman and CEO is the most appropriate leadership structure for the Company. In reaching this view, the Board took into consideration several factors. Our CEO, Harris H. Simmons, has over 40 years of experience with the Company, including 27 years of service as our CEO. His knowledge, experience, and personality allow him to serve ably as both chairman and CEO. Combining the roles of chairman and CEO facilitates a single, focused structure to implement the Company's strategic initiatives and business plans.

At the same time, the Board feels that the current governance structure—which includes regular executive sessions each chaired by an independent Lead Director; meetings with the Company's external auditors, internal auditors, and other consultants; meetings with members of our management; and active Board and committee members—provides effective challenge and appropriate oversight of the Company's policies and business. The Board believes that separating the chairman and CEO positions would not strengthen the effectiveness of the Board.

This structure was affirmed by votes of the shareholders in 2010, and each of 2013-2017, and allows the Board discretion to select the person or persons most qualified to lead the Company.

INDEPENDENT COMMITTEE LEADERSHIP AND LEAD DIRECTOR

Each member of our Board of Directors is charged with exercising independent judgment and critically evaluating management's performance and decisions. In order to facilitate and support an active and independent Board, and in keeping with our corporate governance philosophy and commitment to effective oversight, the Company's Corporate Governance Guidelines provide that, in the event the chairman of the Board is an executive officer of the Company, an independent director selected solely by the Company's independent directors will serve as the "Lead Director." The role of the Lead Director is to provide an independent counterbalance to our structure of a combined CEO/chairman role, by exercising the following duties:

- Presiding at all meetings of the Board at which the chairman of the Board is not present, including executive sessions of the independent directors
- Calling meetings of independent directors
- Serving as a liaison between the chairman of the Board and the independent directors, including providing feedback to the chairman from the Board's executive sessions and discussing with other directors any concerns they may have about the Company and its performance, and relaying those concerns, where appropriate, to the full Board
- Conducting calls with each Board member as part of the Board's effectiveness review process
- Consulting with the CEO regarding the concerns of the directors
- Being available for consultation with the senior executives of the Company as to any concerns any such executive might have

- Communicating with shareholders upon request
- Advising the chairman of the Board regarding, and approving, Board meeting schedules, agendas, and information provided to the Board
- Otherwise providing Board leadership when the chairman of the Board cannot or should not act in that role

Further, our Board's Audit, Compensation, Risk Oversight, and Nominating and Corporate Governance Committees are composed entirely of independent directors, while five of the six members of our Executive Committee are independent. All five of our standing committees are chaired by independent directors.

BOARD COMMITTEES

Our Board's standing committees are:

- Executive Committee
- Audit Committee
- Risk Oversight Committee
- Compensation Committee
- Nominating and Corporate Governance Committee

Members of committees are appointed by the Board following recommendation by the Nominating and Corporate Governance Committee and serve at the pleasure of the Board for such term as the Board determines. All committees other than the Executive Committee have written charters. The Executive Committee's authority is incorporated in the Company's Bylaws. The current versions of the written charters are posted on our website at www.zionsbancorporation.com and can be accessed by clicking on the "Corporate Governance" link. Periodically, our general counsel (with the assistance of outside counsel and other advisors, as appropriate) reviews all committee charters in light of any changes in exchange listing rules, SEC regulations or other evidence of "best practices." The results of the review and any recommended changes are discussed with the committees, which review their charters periodically. The full Board then approves the charters, with any revisions it deems appropriate, based on the committees' recommendations. In addition, each Board committee conducts an annual effectiveness review. All of the committee charters were reviewed and updates made as needed in the first quarter of 2017.

The Board appoints one member of each committee as its chairperson. Chair positions are rotated periodically at the Board's discretion. The committee calendars, meetings, and meeting agendas are set by the chairperson of the respective committee. As with full Board meetings, the CEO and other members of management are frequently invited to attend various committee meetings (or portions thereof) to provide information relating to their areas of responsibility. Members of management attend executive sessions only on invitation.

According to their charters, each of the Board's committees has the authority to select, retain, terminate, and approve the fees of experts or consultants, as it deems appropriate, without seeking approval of the Board or management.

The following table provides membership information for each of the Board's standing committees as of the record date of this Proxy Statement.

Name	Executive Committee	Audit Committee	Risk Oversight Committee	Compensation Committee	Nominating and Corporate Governance Committee
Jerry C. Atkin		ü		ü	ü
Gary L. Crittenden	ü	ü			ü*
Suren K. Gupta			ü		
J. David Heaney	ü		ü*	ü	
Vivian S. Lee	ü			ü*	
Edward F. Murphy	ü	ü*	ü		
Roger B. Porter				ü	ü
Stephen D. Quinn, Lead Director	ü*	ü			ü
Harris H. Simmons	ü				
Barbara A. Yastine			ü		

* Committee Chair

Executive Committee

Our Executive Committee had six members during 2017. The Executive Committee reviews projects or proposals that require prompt action from the Company. Subject to certain exceptions, the Executive Committee is authorized to exercise all powers of the full Board of Directors with respect to such projects or proposals when it is not practical to delay action pending approval by the entire Board. The Executive Committee does not have authority to approve or adopt, or recommend to the shareholders, any action or matter expressly required by law to be submitted to the shareholders for approval; adopt, amend, or repeal the Restated Articles of Incorporation or Restated Bylaws of the Company; or remove or indemnify directors. The chairman of the Executive Committee is an independent director and serves as the Lead Director. The Executive Committee did not meet in 2017.

Audit Committee

Our Audit Committee had four members and met 12 times during 2017, and held one additional joint session with the Company's Risk Oversight Committee. A written charter approved by the Board governs the Audit Committee. Each of its members is independent, determined as described in its committee charter. Information regarding the functions performed by the Audit Committee and its membership is set forth in its charter and highlighted in the "Report of the Audit Committee" included in this Proxy Statement. The Board has determined that each member of the Audit Committee as listed on page 11 of this Proxy Statement is an audit committee financial expert with experience and attributes in accordance with the rules of the SEC and Nasdaq's listing standards.

Risk Oversight Committee

Our Risk Oversight Committee had four members and met eight times during 2017, and held one additional joint session with the Company's Audit Committee. A written charter approved by the Board governs the Risk Oversight Committee. Each of its members is independent, determined as described in its committee charter. The Risk Oversight Committee serves to provide oversight of the Company's enterprise-wide risk management framework, including the strategies, policies, procedures, and systems established by management to assess, understand, measure, monitor, and manage the Company's significant risks. The Board has also determined that the experience and backgrounds of the members of the Risk Oversight Committee collectively satisfy the pertinent requirements under its committee charter and the Dodd-Frank Act that its members have experience in identifying, assessing, and managing the risks of large, complex, financial firms.

Compensation Committee

Our Compensation Committee had four members and met five times during 2017. Each of its members is independent, determined as described in its committee charter. The purpose of the Compensation Committee is to discharge the Board's responsibilities relating to the evaluation and compensation of our executives, including reviewing the Company's executive compensation arrangements with a view toward assuring proper balance of objectives, eliminating elements that could encourage unnecessary and excessive risks, and avoiding jeopardy to the safety and soundness of the Company. The Compensation Committee considers the perspectives of shareholders, regulators, and outside consultants regarding executive compensation and produces reports, filings, and certifications related to compensation, in accordance with the rules and regulations of the SEC and other governmental agencies. The manner in which the Compensation Committee oversees and determines the compensation of our CEO and other executive officers is described in this Proxy Statement under "Compensation Discussion and Analysis."

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee during 2017 or as of the date of this Proxy Statement is or has been an officer or employee of the Company, and no executive officer of the Company served on the compensation committee or board of any company that employed any member of the Company's Compensation Committee or Board. None of the members had a relationship that would require disclosure under the "Certain Relationships and Related Transactions" caption of any of our filings with the SEC during the past three fiscal years, except as may be described under "Ordinary Course Loans" in this Proxy Statement.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee had four members who met four times during 2017. Each of its members is independent, determined as described in its committee charter. The purpose of the Committee is to identify and recommend individuals to the Board for nomination as members of the Board and its committees and to assist the Board in oversight of the corporate governance principles of the Company.

In identifying and recommending nominees for positions on the Board, the Nominating and Corporate Governance Committee places primary emphasis on the following criteria, which are set forth under "Candidates for Board Membership" in our Corporate Governance Guidelines:

- Personal qualities and characteristics, accomplishments, and professional reputation
- Current knowledge and understanding of the communities in which we do business and in our industry or other industries relevant to our business
- Ability and willingness to commit adequate time to Board and committee matters
- Fit of the individual's skills and qualities with those of other directors and potential directors in building a Board that is effective, collegial, and responsive to the needs of the Company
- Diversity of viewpoints, backgrounds, and experience
- Ability and skill set required to chair committees of the Board
- Relevant and significant experience in public companies

The Nominating and Corporate Governance Committee does not assign specific weights to these criteria. Its objective is to assemble a Board whose members collectively meet the criteria and possess the talents and characteristics necessary to enable the Board to fulfill its responsibilities effectively.

The Nominating and Corporate Governance Committee evaluates each nominee based on the nominee's individual merits, taking into account our needs and the composition of the Board. Members of the committee discuss and evaluate possible candidates in detail and suggest individuals to explore in more depth. Once a candidate is identified whom the committee wants to seriously consider and move toward nomination, the matter is discussed with the Board. Thereafter, the chairperson of the committee or his or her designee enters into a discussion with that candidate to determine interest and availability.

The Nominating and Corporate Governance Committee also considers candidates recommended by shareholders. The policy adopted by the committee provides that nominees recommended by shareholders are given appropriate consideration in the same manner as other nominees. Shareholders who wish to submit director nominees for consideration by the Nominating and Corporate Governance Committee should follow the process set forth in the Company's Bylaws. For more information on this process, see "Shareholder Proposals for 2019 Annual Meeting."

BOARD INVOLVEMENT IN RISK OVERSIGHT

Risk Management Philosophy and Framework

The Company has developed a multifaceted and comprehensive approach to risk management. We recognize that risk is inherent in our business and central to everything we do. As a result, we have established a risk management process and philosophy that encourage enterprise-wide involvement in understanding and managing risks so that we may align levels and types of risk that we undertake with our business strategies, Risk Appetite Framework, and the interests of shareholders and other stakeholders.

The Company's Risk Appetite Framework is a fundamental component of the Company's risk management process. The framework enables the Board and management to better assess, understand, measure, monitor, and manage the risks posed by the Company's business. The Risk Appetite Framework is organized into three lines of defense. The first line of defense rests with the business lines, which are closest to the Company's day-to-day activities, have the greatest understanding of key risks, and own and manage those risks. The second line of defense comprises the Company's enterprise risk management functions, which are charged with the oversight and monitoring of risks that have been taken by the business lines. Enterprise risk management includes, without limitation, the Company's Enterprise Risk Management Committee, which is responsible for adopting and implementing the Risk Appetite Framework and related procedures. The third line of defense rests with the internal audit function. Internal Audit performs reviews independent of the Company's business activities and provides the Board and senior management with independent and objective assurance on the overall effectiveness of governance, risk management, and internal controls. The Board's Risk Oversight Committee reviews the Risk Appetite Framework at least annually and refers any recommended amendments to the Board for consideration and approval.

The Board oversees our overall risk management process, and monitors, reviews, and responds to reports and recommendations presented by its committees, management, internal and external auditors, legal counsel, and regulators. Through this ongoing oversight, the Board obtains an understanding of and provides significant input into how our management assesses, quantifies, and manages risk throughout the enterprise. The Board's active involvement in risk oversight helps to hold management accountable for implementing the Company's Risk Appetite Framework, policies, and practices in a manner that does not encourage unnecessary or excessive risk taking.

Board Committee Risk Oversight

The Board oversees risk through actions of the full Board and the activities of its Risk Oversight, Audit, and Compensation Committees:

Risk Oversight Committee. The Risk Oversight Committee reviews management's assessment of the Company's aggregate enterprise-wide risk profile and the alignment of the risk profile with the Company's strategic plan, goals, and objectives. It reviews and oversees the operation of the Company's Risk Appetite Framework. It formally reports to the full Board periodically and reviews and recommends the articulation of the Company's Risk Appetite Framework and the overall risk capacity and risk appetite limits. The Risk Oversight Committee assists the Board and its other committees with their risk related activities. The Risk Oversight Committee coordinates with the Audit Committee and other committees of the Board with regard to areas of overlapping responsibility. The corporate CRO reports directly to the Risk Oversight Committee and directly to the Company's CEO. The Risk Oversight Committee and the CEO jointly review the performance of the CRO and, when necessary, oversee the selection of his or her replacement.

Audit Committee. The Audit Committee plays a key role in risk management through its oversight of management's responsibility to maintain an effective system of controls over financial reporting. Among other responsibilities, the Audit Committee regularly reviews our earnings releases and annual and quarterly filings with

13

the SEC, and, where appropriate, reviews other selected SEC filings and disclosures regarding financial matters. It also receives formal reports from the director of Internal Audit, the CFO and our general counsel on significant matters. The director of Internal Audit reports directly to the Audit Committee and administratively to the Company's CEO. The Audit Committee reviews the performance of the director of Internal Audit annually, determines the director's compensation and, when necessary, oversees the selection of his or her replacement.

Compensation Committee. The Compensation Committee reviews our executive compensation programs and overall compensation arrangements, when appropriate, with external consultants and our senior risk officers, including our CRO, with a view to designing compensation in ways that discourage unnecessary and excessive risk taking. As noted in the section titled "Compensation Discussion and Analysis," the Compensation Committee also evaluates the compliance of our compensation arrangements with any applicable laws and guidance or limitations issued by regulatory agencies.

OTHER DIRECTOR MATTERS

Gary Crittenden served as CFO of Citigroup from March 2007 to March 2009. In July 2010, Mr. Crittenden entered into an order with the SEC in which it found that he should have known that certain statements made by Citigroup, while he was chief financial officer, were materially misleading and he paid a civil monetary penalty of $100,000. Mr. Crittenden did not admit any wrongdoing in connection with the matter or disgorge any amount to Citigroup, and he did not face a ban from any future activities. In considering Mr. Crittenden's nomination to our Board in 2016, our Nominating and Corporate Governance Committee reviewed the SEC Order and related matters and concluded that they do not raise any concerns about his qualification to serve on our Board.

EXECUTIVE OFFICERS OF THE COMPANY

The following information is furnished with respect to certain of the executive officers of the Company. Unless otherwise noted, the positions listed are those the officers hold with the Company and its subsidiary, ZB, N.A., as of the date of this Proxy Statement.

Individual [1]	Principal Occupation During Past Five Years [2]
Harris H. Simmons Age 63 Officer since 1981	Chairman* and Chief Executive Officer.
James R. Abbott Age 44 Officer since 2009	Senior Vice President, Investor Relations.
Bruce K. Alexander Age 65 Officer since 2000	Executive Vice President. President and Chief Executive Officer of ZB, N.A. – Vectra Bank Colorado.*
A. Scott Anderson Age 71 Officer since 1997	Executive Vice President. President and Chief Executive Officer of ZB, N.A. – Zions Bank.*
Paul E. Burdiss Age 52 Officer since 2015	Executive Vice President and Chief Financial Officer. Prior to May 2015, Corporate Treasurer at SunTrust Banks, Inc. and SunTrust Bank.
David E. Blackford Age 69 Officer since 2001	Executive Vice President. Chief Executive Officer of ZB, N.A. – California Bank & Trust.*
Alan M. Forney Age 57 Officer since 2018	Executive Vice President. President and Chief Executive Officer of ZB, N.A. – The Commerce Bank of Washington. Officer of The Commerce Bank of Washington* holding various positions from 2006 to 2018, including chief lending officer from 2014-2018.
Alexander J. Hume Age 44 Officer since 2006	Senior Vice President and Corporate Controller.
Dianne R. James Age 64 Officer since 2012	Executive Vice President and Chief Human Resources Officer. Officer of National Bank of Arizona holding various positions from 2006 to 2013.
Thomas E. Laursen	Executive Vice President, General Counsel and Secretary.

Age 66 Officer since 2004	
LeeAnne B. Linderman Age 62 Officer since 2015	Executive Vice President, Enterprise Retail Banking. Officer of Zions First National Bank holding various positions from 1992 to 2015.
Scott J. McLean Age 61 Officer since 2006	President and Chief Operating Officer. Executive Vice President of the Company and Chief Executive Officer, Amegy Bank N.A. from 2009 to 2014. Mr. McLean also serves on the Board of ZB, N.A.
Keith D. Maio Age 60 Officer since 2005	Executive Vice President and Chief Banking Officer. President and Chief Executive Officer of National Bank of Arizona from 2005 to 2015.
Michael Morris Age 59 Officer since 2013	Executive Vice President, Chief Credit Officer. Prior to August 2013, Executive Vice President, Real Estate Banking of Zions First National Bank.
Joseph L. Reilly Age 64 Officer since 2011	Executive Vice President and Chief Technology Strategist. Executive Vice President and Chief Information Officer of the Company from 2011 to 2015.

Individual [1]	Principal Occupation During Past Five Years [2]
Rebecca K. Robinson Age 43 Officer since 2016	Executive Vice President and Director of Wealth Management. President of Zions Trust from 2013 to 2016. Prior to April 2013, Senior Director of Planning at Wells Fargo.
Edward P. Schreiber Age 59 Officer since 2013	Executive Vice President and Chief Risk Officer. From 2010 to April 2013, Managing Director of Alvarez & Marsal.
Terry A. Shirey Age 46 Officer since 2017	Executive Vice President. President and CEO of ZB, N.A. – Nevada State Bank. Officer of Nevada State Bank* holding various positions from 2008 to 2017.
Jennifer A. Smith Age 45 Officer since 2015	Executive Vice President and Chief Information Officer. Officer of Zions Management Services Company holding various positions from 2011 to 2015.
Steve D. Stephens Age 59 Officer since 2010	Executive Vice President. President and CEO of ZB, N.A. – Amegy Bank.*
Mark R. Young Age 58 Officer since 2015	Executive Vice President. President and Chief Executive Officer of ZB, N.A. – National Bank of Arizona.* From 2011 to 2015, Executive Vice President, Real Estate Banking of National Bank of Arizona.

1 Officers are appointed for indefinite terms of office and may be removed or replaced by the Board or by the supervising officer to whom the officer reports.

2 An asterisk (*) denotes that the individual held the same or similar position for one or more of the Company's former bank affiliates for some or all of the period from 2013 to December 31, 2015, when such affiliates were consolidated with the Company's subsidiary, ZB, N.A.

COMPENSATION DISCUSSION AND ANALYSIS

EXECUTIVE SUMMARY

In this Compensation Discussion and Analysis, or CD&A, we provide an overview of our executive compensation philosophy and decision-making process for 2017 compensation paid or awarded to our Named Executive Officers, or NEOs, and the factors we considered in making those decisions. Our NEOs for 2017 which included our CEO, CFO, and our three next most highly compensated executive officers, are:

- Harris H. Simmons, Chairman and CEO
- Paul E. Burdiss, CFO
- Scott J. McLean, President & COO
- Edward P. Schreiber, CRO
- A. Scott Anderson, President and CEO of ZB, N.A. - Zions Bank

All of the NEOs are members of our Executive Management Committee, or EMC, which is made up of our CEO and his senior leadership team. Compensation for members of the EMC is determined by the Compensation Committee, or the Committee.

2017 COMPENSATION HIGHLIGHTS

The Committee awarded the Company’s NEOs total compensation with respect to 2017 that the Committee believes is generally commensurate with the Company’s performance in 2017. The Company had many accomplishments in 2017, some of which are as summarized below under “2017 Performance Highlights.” We achieved peer group-leading growth in both pre-provision net revenue and earnings per share, and we performed in line with our stated efficiency ratio target in the low 60% range for the 2017 performance year. We also experienced strong credit quality in 2017, with net charge-offs totaling a very modest 0.17% of average loans.

Our 2017 total shareholder return of 19% outpaced the median of our peers by over 6 percentage points. Due to the equity component of our compensation program design and our stock ownership and retention guidelines, an 18% rise in our stock price impacted our executives in direct alignment with our shareholders.

The 2017 combined annual cash incentive awards for the Company’s NEOs (excluding the CEO) increased 11% year-over-year and the total grant date value of the long-term incentive awards made to these four executives was also up 11% in aggregate from the prior year.

The total compensation for the Company’s CEO is less than the peer median. For 2017, the total compensation for Mr. Simmons is estimated to be 37% less than the market median for similarly situated executives in the Company’s 2017 Custom Peer Group (described below). The 2017 total compensation for the Company’s other NEOs is competitive with market medians. For 2017, the aggregate total compensation for Messrs. Burdiss, McLean, Schreiber, and Anderson is estimated to be approximately 1% greater than the median for similarly situated executives in the Company’s 2017 Custom Peer Group.

The Company continues to sharpen the design of its incentive compensation programs. Our aim is to promote accountability on the part of all employees; focus on the creation of long-term shareholder value; and strengthen the connections between executive pay and performance.

Given the Company’s emphasis on incentive-based compensation, as illustrated below, we provide our executives and employees with the incentive to achieve our ultimate goal of generating competitive rates of return and value for our shareholders.

In 2017, our shareholders approved a non-binding advisory say-on-pay proposal with over 94% of the votes cast voting in favor of that proposal. The Committee reviewed the results of the shareholder vote, which indicates that there is strong support among shareholders for our compensation structure and decisions.

We believe that our executive compensation program strikes an appropriate balance between fixed and variable pay as well as short and long-term pay. The exhibits below present the mix of direct compensation at target performance for our CEO and other NEOs in 2017.

[1] Multi-year cash incentives refer to Value Sharing Plans.

[1] Multi-year cash incentives refer to Value Sharing Plans.

The long-term awards granted in February 2017 (which vest over multi-year periods and make up approximately two-thirds of total incentive compensation) are focused on future performance. The grant mix of these long-term incentives to NEOs varies by position. Overall, the target mix in 2017 (as a percentage of total target long-term incentive compensation) was 46% multi-year cash incentive units, or Value Sharing Plan units, 43% restricted stock or restricted stock units, and 11% stock options. The actual compensation ultimately earned from these awards is highly dependent upon future stock price and financial performance. Details on the program and on individual grant decisions are set forth below under the "Components of Executive Compensation" and "Compensation Decisions for Named Executive Officers" sections, respectively.

Risk mitigation was balanced with profitability and other performance objectives through features of our compensation plans that expose our executives to loss of potential compensation value in the event of adverse financial results, adverse risk outcomes or other factors. This balancing of objectives and risk concerns has been furthered by other important design characteristics of our executive compensation arrangements.

What We Do:

Require strong ownership and retention of equity	The Company has adopted strong share ownership and retention guidelines. The ownership guidelines range from 1x to 5x base salary. The Committee has assigned the CEO a stock ownership guideline of 5x base salary. Executives not meeting the 1x to 5x base salary ownership guidelines may also comply by retaining 50% of the net shares awarded to them. The retention provision is designed to allow newly hired executives to build stock holdings over time and to enable executives to maintain compliance with guidelines in times of substantial stock price volatility. Further, beginning in 2015, two-year post-vest holding restrictions were attached to the restricted stock or restricted stock unit grants awarded to Messrs. Simmons and McLean. These restrictions prohibit Messrs. Simmons and McLean from selling, transferring or otherwise disposing of the shares associated with these grants for an additional two years following their respective vesting dates.
Require “double trigger” for benefits under CIC agreements	The Company’s change in control, or CIC, agreements are subject to “double trigger” requirements, meaning that severance benefits are payable only if an executive experiences a qualifying termination of employment after a CIC. These requirements are intended to prevent our executive officers from receiving windfall benefits in the event of a CIC.
Require a “double trigger” for accelerated vesting of equity awards upon a CIC	The Company’s 2015 Omnibus Incentive Plan provides for accelerated vesting of equity and other awards under the plan after a CIC on a “double trigger” basis, that is, only if the holder experiences a qualifying termination of employment after a CIC. Our double-trigger severance benefits are intended to prevent a windfall to award holders upon a CIC.
Review share utilization	The Compensation Committee regularly reviews share overhang and run-rates in our equity plans and maintains share utilization levels within industry norms.
Maintain clawback policy	Our current incentive compensation clawback policy allows the Company to, among other actions, recapture prior incentive compensation awarded based on materially inaccurate performance metrics and cancel all or a portion of long-term incentive awards based on performance against risk metrics, risk-related actions, or detrimental conduct.
Retain an Independent Consultant	The Compensation Committee retains an independent compensation consultant to assist in developing and reviewing our executive compensation strategy and programs. The Compensation Committee, with the assistance of the independent consultant, regularly evaluates the compensation practices of our peer companies to confirm that our compensation programs are consistent with market practice.
Discourage excessive and unnecessary risk taking	We discourage excessive risk taking by executives in many ways, including our balanced program design, multiple performance measures, clawback policy, and retention provisions. Our compensation programs discourage taking excessive risks that are likely to have an adverse impact on the Company. We validate this through risk assessments of our incentive-based compensation plans. Further, each member of the EMC is evaluated on the effectiveness of their individual risk management actions and results. This risk management effectiveness rating is an important input in the determination of their overall individual performance rating and annual cash incentive award.

What We Don't Do:

No tax gross-ups on change in control payments	The Company's CIC agreements do not provide for excise tax gross-ups on payments made in connection with a CIC.
No "timing" of equity grants	The Company maintains a disciplined equity approval policy. The Company doesn't grant equity awards in anticipation of the release of material, non-public information. Similarly, Zions does not time the release of material, non-public information based on equity grant dates.
No option re-pricing	The Company does not re-price or backdate stock options.
No discounted stock options	The Company does not grant stock options with exercise prices below 100% of market value on the date of the grant.
Limit the use of employment agreements	The Company presently has no active employment contracts with members of the Company's Executive Management Committee.
No personal use of corporate aircraft	The Company does not own or lease a corporate airplane, so personal use of corporate aircraft is not possible.
No hedging; restrictions on pledging	The Company adopted a policy prohibiting transactions by executives and directors that are designed to hedge or offset any decrease in the market value of Zions equity securities. As more fully described elsewhere in this Proxy Statement, certain limitations have been placed on the extent to which executives and directors may hold Zions securities in a margin account or pledge Zions securities as collateral for a loan.

2017 PERFORMANCE HIGHLIGHTS

Key items highlighting the Company's 2017 performance include:

- The Company's Net Earnings Applicable to Common Shareholders (NEAC) increased approximately $139 million in 2017 to $550 million when compared to 2016 results. During 2017, the Company made a $12 million one-time contribution to the Company's charitable foundation and recorded a $47 million deferred tax asset valuation adjustment related to the Tax Cuts and Jobs Act. Excluding these items, Net Earnings Applicable to Common Shareholders (NEAC) increased approximately $193 million in 2017 to $604 million when compared to 2016 results. Earnings per diluted common share were $2.60 compared to $1.99 in 2016. Incorporating the adjustments referenced above, earnings per diluted common share were $2.88 compared to $1.99 in 2016.
- Additionally, the Company's 62.3% efficiency ratio was in line with its publicly-announced target ratio in the low 60% range. In 2017, total adjusted noninterest expense was $1.640 billion. Excluding the impact of the charitable contribution noted above, adjusted noninterest expense increased $49 million, or 3%, to $1.628 billion, compared to $1.579 billion in 2016, which was in line with our publicly stated commitment to restrain growth of noninterest expenses to a modest 2-3% for 2017. These results include reductions to the Company's incentive compensation expense in amounts that were necessary to achieve these objectives. Details of the adjusted noninterest expense and the efficiency ratio calculation can be found on page 64 of this document.
- The Company's Pre-Provision Net Revenue (PPNR) of $995 million improved by approximately $172 million in 2017 when compared to 2016 results. The Company's adjusted Pre-Provision Net Revenue (PPNR) of $992 million improved by approximately $172 million in 2017, or 21% when compared to 2016 results, which compared favorably to the median growth rate for peers of approximately 11% in 2017. Adjusted PPNR excludes the impact of the charitable contribution described above. This adjustment is consistent with the way the Company calculates its efficiency ratio, as detailed on page 64 in this document.
- Average loans increased $1.4 billion or 3.4% over 2016. This increase was driven by growth across most products and geographies, with particular strength in 1-4 family residential, commercial and industrial and municipal loan portfolios in 2017.

- Average total deposits grew 3.2% or $1.6 billion as compared to 2016. This growth continued to be driven by noninterest bearing demand deposits, which were up $1.3 billion or 5.9% in 2017.
- The Company's net interest margin was 3.45% in 2017, up from 3.37% in 2016, This increase is largely related to the rising rate environment and the repositioning of cash balances into the Company's investment portfolio. As a result of the loan, deposit, and securities trends referenced above, net interest income grew $198 million or 10.6% compared to 2016.
- Noninterest income grew almost $28 million or 5.4% to $544 million in 2017. The Company grew managed core fee income (excludes FHLB/Federal Reserve dividends, Bank-owned Life Insurance (BOLI) income, gains/losses on sale of assets, and securities related gains/losses or impairments) by $8 million or 1.7% over 2016. Total revenues were up 9.5% to $2.609 billion in 2017 compared to $2.383 billion in 2016.
- Net charge-offs were $73 million in 2017, which is down $59 million from 2016. Additionally, criticized balances, classified balances and non-performing loan balances decreased 14% , 28%, and 27%, respectively, from 2016 levels.

2017 PERFORMANCE SNAPSHOT

[1] Reported tax equivalent net interest income minus net loan charge-offs as a percentage of average earning assets
For purposes of these charts, peer median is the median of the relevant metric for the Zions Custom Peer Group described later in this document under the section labeled “Peer Group.”

COMPENSATION DECISIONS FOR THE 2017 PERFORMANCE PERIOD

PLAN DESIGN AND AWARD HIGHLIGHTS

In 2017, the Company continued to implement certain compensation design features it believed would help align compensation incentives with key performance objectives. These features included the following:

- The Committee established formal incentive award targets for the Company's EMC members and adopted structured guidelines designed to clarify how these EMC members' overall performance rating should inform their respective annual cash incentive award payment. The Company also continued to utilize its assessment of each NEO's risk management effectiveness for consideration in the determination of each EMC member's overall performance rating.
- The Committee approved the design of the Company's 2017–2019 Value Sharing Plans in substantially the same form as the design of the 2015–2017 and 2016–2018 Value Sharing Plans. Historically, the Value Sharing Plans (VSP) have been designed for recipients to share directly in meeting operating performance results specific to their organizations.
- Full funding of the final settlement values for the 2017–2019 Value Sharing Plans established by the Committee in February 2017 requires the Company to: (i) restrain growth of total noninterest expenses to just slightly greater than 2016 levels and (ii) achieve an efficiency ratio in the low 60% range for 2017; the extent to which these Plans are funded will also be contingent on continued achievement of the Company's financial and operating objectives over the three-year period ending December 31, 2019.
- The Committee attached two-year post-vest holding restrictions to the restricted stock unit grants made to Messrs. Simmons and McLean during 2017. These post-vest holding restrictions prohibit Messrs. Simmons and McLean from trading these shares for an additional two-year period following each vesting event.

COMPENSATION DECISIONS FOR NAMED EXECUTIVE OFFICERS

Individual compensation decisions for all the NEOs are based upon a variety of factors including, but not limited to, operational performance, financial and risk management results, achievement of strategic objectives and individual performance.

Base Salary

In February 2017, the Committee approved the following base salary increases for the NEOs. The base salary increases include a competitive merit increase and also recognize individual performance, experience, criticality of the position and market data. These increases became effective on January 1, 2017. Because his job responsibilities require his dual residency in both Texas and Utah, Mr. McLean's 2016 and 2017 base salary listed below also includes a $34,000 housing subsidy which is not considered in the determination of his incentive compensation targets or actual incentive compensation awards (which are based on a percentage of base salary as discussed below).

2017 Base Salary Increases

Name	2016 Base Salary	2017 Base Salary	% Increase
Harris H. Simmons	$940,000	$960,000	2.1%
Paul E. Burdiss	$550,000	$561,000	2.0%
Scott J. McLean	$644,000	$656,000	1.9%
Edward P. Schreiber	$518,000	$528,000	1.9%
A. Scott Anderson	$548,000	$559,000	2.0%

In February 2018, the Committee approved the following base salary increases for the NEOs. The base salary increases include a competitive merit increase and also recognize individual performance, experience, criticality of the position and market data. These increases became effective on January 1, 2018. As described earlier, Mr. McLean's 2017 and 2018 base salary listed below also includes a $34,000 housing subsidy. Further, Mr. McLean's 2018 base salary includes a $6,000 increase in lieu of a previously provided car allowance. Neither of these items were considered in the determination of his incentive compensation targets or actual incentive compensation awards (which are based on a percentage of base salary as discussed below).

2018 Base Salary Increases

Name	2017 Base Salary	2018 Base Salary	% Increase
Harris H. Simmons	$960,000	$1,000,000	4.2%
Paul E. Burdiss	$561,000	$575,000	2.5%
Scott J. McLean	$656,000	$692,000	5.6%
Edward P. Schreiber	$528,000	$539,000	2.1%
A. Scott Anderson	$559,000	$575,500	3.0%

Annual Cash Incentive

The Committee decided that since it has been their practice and preference to evaluate and determine all aspects of the CEO's compensation on a discretionary basis, it would not establish a formal target for Mr. Simmons' annual cash incentive. However, the Committee did establish target and maximum potential cash incentive amounts for other EMC members for the 2017 performance year. The target cash incentive structures were developed based on an independent analysis of peer compensation structures and target levels by position. The 2017 annual cash incentive targets for EMC members ranged from 50% to 85% of base salary. Maximum potential annual cash incentive amounts continued to be limited to 125% of target in order to discourage excessive and/or unnecessary risk taking.

In February 2018, the Committee assessed each EMC member's performance against a variety of pre-established performance categories tailored to each EMC member at the recommendation of the CEO. The performance categories for each individual EMC member contained descriptions of key priorities for each executive to focus on during 2017. These focus areas and the relative weighting assigned to each category were established in the first quarter of 2017 and could be modified, if appropriate, during the course of the year. The performance categories and 2017 priorities for each NEO are set forth in the table below:

2017 Performance Categories	Harris Simmons	Paul Burdiss	Scott McLean	Edward Schreiber	Scott Anderson
Operating earnings	ü	ü	ü	ü	ü
Effective expense management	ü	ü	ü	ü	ü
Noninterest income generation	ü	–	ü	–	ü
Effective risk management	ü	ü	ü	ü	ü
Talent management & succession planning	ü	ü	ü	ü	ü
Leadership for major projects	–	ü	ü	ü	–
Optimization & mgmt. of core business unit	–	–	–	ü	ü
Other priorities and needs, teamwork, etc.	ü	ü	ü	ü	ü

The Company also expanded its assessment of each NEO's risk management effectiveness for consideration in the determination of each EMC member's overall performance rating.

The Committee has adopted structured guidelines designed to clarify how each EMC member's overall performance rating should inform their respective actual annual cash incentive award payments. There are six tiers of performance ratings, and an EMC member's performance under each tier can result in a different level of adjustment to such member's actual annual cash incentive award, as compared with such member's target annual

cash incentive. The range of potential adjustment to the target annual cash incentive for the top five performance ratings is 50% to 125%. The lowest performance rating level limits actual annual cash incentive payments to a range of 0% to 50% of the individual EMC member's target annual cash incentive.

While the Company believes these guidelines improve transparency and strengthen the alignment between pay and performance, the Committee continues to rely on discretion and the exercise of disciplined judgment in making its final award determinations so that individual contributions align properly with the organization's financial and risk management results.

The Committee relied on its review and evaluation of the aforementioned factors to award the following cash incentives to the NEOs for the 2017 performance year:

2017 Annual Cash Incentive Award

Name	2017 Target Cash Incentive	2017 Actual Cash Incentive Award	% of Target Awarded
Harris H. Simmons	N/A	$940,800	N/A
Paul E. Burdiss	$476,850	$460,000	97 %
Scott J. McLean	$528,700	$525,000	99 %
Edward P. Schreiber	$396,000	$410,000	104 %
A. Scott Anderson	$419,250	$405,000	97 %

Most executives received awards that were higher than the prior year's awarded bonus but less than the target amounts available to them based on their performance ratings. The Committee noted the following significant 2017 accomplishments in the assessment of each NEO's performance during 2017:

Harris H. Simmons, Chairman & CEO

- Achieved expense and efficiency ratio targets established in mid-2015, reducing our efficiency ratio from 74.1% in the fourth quarter 2014 to 61.6% for the fourth quarter 2017 (and 59.8% if adjusted for the charitable contribution attributable to tax reform)
- Strong improvement in operating performance in 2017, with industry-leading growth in pre-tax pre-provision (PPNR) net revenue
- Solid progress in growing customer-related fee income
- Achieved better than peer median credit outcomes, including a 44% reduction in net charge-offs
- Continued improvement in risk management, organizational simplification and effectiveness, including the initiation of a corporate organizational restructuring as well as strengthened utilization of stress testing in risk management and profitability reporting

Paul E. Burdiss, CFO

- Superb job of managing growth in the securities portfolio, managing liquidity, capital planning activities and managing the stress testing process
- Successfully brought additional enterprise focus to the active management of noninterest expense through the development of new reporting and tracking tools
- Outstanding job of promoting and supporting our efforts to simplify our operations, including in the accounting and finance functions
- Continued improvements in financial reporting and communications with management, the Board, investors and regulators

Scott J. McLean, President & COO

- Extraordinary efforts and leadership on the Company’s cost reduction projects resulted in the Company achieving all aspects of the noninterest expense targets associated with our multi-year performance improvement plan
- Highly engaged in helping to manage implementation of critical technology projects
- Helped streamline and simplify credit processes that have hampered production
- Very effective in working with management to continue building our culture of continuous improvement throughout the organization
- Good momentum and progress on improving fee income, with especially notable growth in municipal finance, foreign exchange, treasury management, and wealth management
- Continues to provide exemplary leadership representing the Company in the Houston community and beyond

Edward P. Schreiber, CRO

- Exceptional leadership and risk management results as reflected by industry-leading performance relative to peers on net charge-offs and credit losses (17 basis points in 2017 and trending lower), relatively modest levels of operational losses and relatively high levels of satisfactory outcomes in compliance
- Continued improvements in the implementation of a strong enterprise risk management program and integrating it into our banking operations
- Very good job of working through some organizational changes within Risk Management over the past year. Mr. Schreiber is very supportive of our diversity efforts, and is good at developing people
- Strong leadership and support in the development of revised processes designed to streamline our work and reduce costs

A. Scott Anderson, President and CEO of ZB, N.A. – Zions Bank

- Strong net income performance, helped by strong pricing discipline in a challenging interest rate environment
- Effective risk management, with net charge-offs of .28% of average loans, and only .04% when adjusted for a single, unusual loss on a larger credit; audit and compliance exceptions are consistently low and quickly responded to
- Strong talent management and diversity, including recognition by American Banker as having one of the nation’s leading teams of women bankers
- Exceptionally effective brand management, with strong engagement in the Intermountain community and exemplary personal community leadership

Long-Term Incentives

Value Sharing Plans

The Company’s multi-year cash incentive plans, referred to as Value Sharing Plans, encourage participants to focus on long-term financial results for the entities they manage and provide an opportunity for executive officers and certain designated key employees to share directly in meeting operating performance results (greater than predetermined minimum performance thresholds) over multi-year periods. In addition, both equity awards and Value Sharing Plan units subject executives to long-term risks faced by the Company. These plans are also useful as a key retention element because payouts are dependent upon continued association with the Company.

2015–2017 Value Sharing Plans

The 2-year deferral periods for the 2015–2017 Value Sharing Plans concluded on December 31, 2017. Accordingly, payouts were made to each of the Company's NEOs participating in these plans in March 2018.

In March 2015, the Committee established the 2015–2017 Value Sharing Plans consisting of a corporate-level and seven subsidiary-level plans covering the period beginning January 1, 2015 and ending December 31, 2017. Each of the plans was designed with an initial nominal value to be set at the end of a 12-month performance period (ending December 31, 2015) based on the performance of Zions Bancorporation or a subsidiary bank, as the case may be, during the one-year performance period. The initial nominal value was subject to reduction based on the occurrence of certain unusual events during a subsequent 2-year deferral period (i.e., January 1, 2016 to December 31, 2017), resulting in a final settlement value.

The one-year performance periods for the 2015–2017 Value Sharing Plans concluded on December 31, 2015. Following the conclusion of the 12-month performance period, the Compensation Committee reviewed the one-year performance results for each of the plans and assigned each plan an overall quartile rating based on their assessment. Finally, the Committee used the overall quartile ratings to determine the Per Unit Funding Rates used to calculate the initial nominal unit value for each of the Plans.

The initial nominal values were computed based on the results achieved over the 12-month performance period, referencing the Per Unit Funding Rates assigned by the Compensation Committee as detailed in the illustrations below:

The initial nominal values were subject to a risk-based forfeiture clause and were not to be settled until after the conclusion of the 2-year deferral period which ended on December 31, 2017. There were several events and decisions made during the subsequent 2-year deferral period which resulted in the final settlement value being reduced from the initial nominal values set in July 2016.

First, the Compensation Committee determined in December 2015 to eliminate the design feature which linked the settlement value of the initial nominal values to changes in the Company's stock price during the deferral period. The Committee took this action in order to reduce the volatility of accruals connected with these future payments. Second, the Committee also determined in December 2015 that future payouts under this Plan could be reduced in the event the Company did not achieve its 2016 noninterest expense and efficiency ratio targets. Due to somewhat higher than expected operating expense performance in both 2015 and 2016, discretionary performance adjustments were applied to the initial nominal values to ensure the Company achieved its publicly communicated noninterest expense and efficiency ratio goals. These discretionary performance adjustments reduced final settlement values as detailed in the chart below:

2015–2017 Value Sharing Plan - Final Settlement Values

Name	VSP Plan	# of Units	Initial Nominal Values (Per Unit)	Discretionary Performance Adjustments (Per Unit)	Final Settlement Values (Per Unit)	Final Settlement
Harris H. Simmons	Zions Bancorp	1,102,833	$ 0.47	$ (0.15)	$ 0.32	$ 352,907