

SYNOVUS FINANCIAL CORP

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March 13, 2006

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
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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 Pursuant to §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)

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Richard E. Anthony
President and Chief Executive Officer

March 24, 2006

Dear Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders at 10:00 a.m. on Thursday, April 27, 2006, at the RiverCenter for the Performing Arts, 900 Broadway, Columbus, Georgia 31901. Enclosed with this Proxy Statement are your proxy card and the 2005 Annual Report.

We hope that you will be able to be with us and let us give you a review of 2005. If you are unable to attend the meeting, you can listen to it live and view the slide presentation over the Internet. You can access the meeting by going to our website at www.synovus.com. Additionally, we will maintain copies of the slides and audio of the presentation to the 2006 Annual Meeting on the website for reference after the meeting.

Whether you own a few or many shares of stock and whether or not you plan to attend in person, it is important that your shares be voted on matters that come before the meeting. To make sure your shares are represented, we urge you to vote promptly.

Thank you for helping us make 2005 a good year. We look forward to your continued support in 2006 and another good year.

Sincerely yours,

Richard E. Anthony
Post Office Box 120

Columbus, Georgia 31902-0120

Synovus Financial
Corp.

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**SYNOVUS®
NOTICE OF THE 2006 ANNUAL MEETING OF SHAREHOLDERS**

TIME	10:00 a.m. Thursday, April 27, 2006
PLACE	RiverCenter for the Performing Arts 900 Broadway Columbus, Georgia 31901
ITEMS OF BUSINESS	(1) To elect seven directors to serve until the 2009 Annual Meeting of Shareholders. (2) To amend the Articles of Incorporation and bylaws to declassify the Board of Directors. (3) To approve the Synovus Financial Corp. Executive Cash Bonus Plan. (4) To ratify the appointment of KPMG LLP as Synovus independent auditor for the year 2006. (5) To consider a shareholder proposal regarding director election by majority vote. (6) 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, 2006.
ANNUAL REPORT	A copy of the Annual Report is enclosed.
PROXY VOTING	Your vote is important. Please vote in one of these ways: (1) Use the toll-free telephone number shown on the proxy card; (2) Visit the 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.

G. Sanders Griffith, III
Secretary

Columbus, Georgia
March 24, 2006

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE YOUR SHARES PROMPTLY.

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**PROXY STATEMENT
VOTING INFORMATION**

Purpose

This Proxy Statement and the accompanying proxy card are being mailed to Synovus shareholders beginning on or about March 24, 2006. The Synovus Board of Directors is soliciting proxies to be used at the 2006 Annual Meeting of Synovus Shareholders which will be held on April 27, 2006, at 10:00 a.m., at the RiverCenter for the Performing Arts, 900 Broadway, Columbus, Georgia. Proxies are solicited to give all shareholders of record an opportunity to vote on matters to be presented at the Annual Meeting. In the following pages of this Proxy Statement, you will find information on matters to be voted upon at the Annual Meeting of Shareholders or any adjournment of that meeting.

Who Can Vote

You are entitled to vote if you were a shareholder of record of Synovus stock as of the close of business on February 21, 2006. Your shares can be voted at the meeting only if you are present or represented by a valid proxy.

Quorum and Shares Outstanding

A majority of the votes entitled to be cast by the holders of the outstanding shares of Synovus stock must be present, either in person or represented by proxy, in order to conduct the Annual Meeting of Synovus Shareholders. On February 21, 2006, 313,254,024 shares of Synovus stock were outstanding.

Proxy Card

The Board has designated two individuals to serve as proxies to vote the shares represented by proxies at the Annual Meeting of Shareholders. If you properly submit a proxy but do not specify how you want your shares to be voted, your shares will be voted by the designated proxies in accordance with the Board's recommendations as follows:

FOR:

The election of all the director nominees;

The proposal to amend the Articles of Incorporation and bylaws to declassify the Board of Directors;

The Synovus Financial Corp. Executive Cash Bonus Plan; and

The ratification of the appointment of KPMG LLP as Synovus' independent auditor for the year 2006;

and AGAINST:

The shareholder proposal regarding director election by majority vote.

The designated proxies will vote in their discretion on any other matter that may properly come before the meeting. At the date the Proxy Statement went to press, we did not anticipate that any other matters would be raised at the Annual Meeting.

Voting of Shares

Holders of Synovus stock are entitled to ten votes on each matter submitted to a vote of shareholders for each share of Synovus stock owned on February 21, 2006 which: (i) has had the same owner since February 21, 2002; (ii) was acquired by reason of participation in a dividend reinvestment plan offered by Synovus and is held by the same owner who acquired it under such plan; (iii) is held by the same owner to whom it was issued as a result of an acquisition of a

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company or business by Synovus where the resolutions adopted by Synovus Board of Directors approving the acquisition specifically grant ten votes per share; (iv) was acquired under any employee, officer and/or director benefit plan maintained for one or more employees, officers and/or directors of Synovus and/or its subsidiaries, and is held by the same owner for whom it was acquired under any such plan; (v) is held by the same owner to whom it was issued by Synovus, or to whom it was transferred by Synovus from treasury shares, and the resolutions adopted by Synovus Board of Directors approving such issuance and/or transfer specifically grant ten votes per share; (vi) was acquired as a direct result of a stock split, stock dividend or other type of share distribution if the share as to which it was distributed was acquired prior to, and has been held by the same owner since, February 21, 2002; (vii) has been owned continuously by the same shareholder for a period of 48 consecutive months prior to the record date of any meeting of shareholders at which the share is eligible to be voted; or (viii) is owned by a holder who, in addition to shares which are owned under the provisions of (i)-(vii) above, is the owner of less than 1,139,063 shares of Synovus stock (which amount has been appropriately adjusted to reflect stock splits and with such amount to be appropriately adjusted to properly reflect any other change in Synovus stock by means of a stock split, a stock dividend, a recapitalization or otherwise). Shareholders of shares of Synovus stock not described above are entitled to one vote per share for each share. The actual voting power of each holder of shares of Synovus stock will be based on information possessed by Synovus at the time of the Annual Meeting.

As Synovus stock is registered with the Securities and Exchange Commission and is traded on the New York Stock Exchange, Synovus stock is subject to the provisions of an NYSE rule which, in general, prohibits a company's common stock and equity securities from being authorized or remaining authorized for trading on the NYSE if the company issues securities or takes other corporate action that would have the effect of nullifying, restricting or disparately reducing the voting rights of existing shareholders of the company. However, the rule contains a grandfather provision, under which Synovus ten vote provision falls, which, in general, permits grandfathered disparate voting rights plans to continue to operate as adopted. The number of votes that each shareholder will be entitled to exercise at the Annual Meeting will depend upon whether each share held by the shareholder meets the requirements which entitle one share of Synovus stock to ten votes on each matter submitted to a vote of shareholders. Shareholders of Synovus stock must complete the Certification on the proxy in order for any of the shares represented by the proxy to be entitled to ten votes per share. All shares entitled to vote and represented in person or by properly completed proxies received before the polls are closed at the Annual Meeting, and not revoked or superseded, will be voted in accordance with instructions indicated on those proxies.

SHAREHOLDERS WHO DO NOT CERTIFY ON THEIR PROXIES SUBMITTED BY MAIL, INTERNET OR PHONE THAT THEY ARE ENTITLED TO TEN VOTES PER SHARE WILL BE ENTITLED TO ONLY ONE VOTE PER SHARE.

Synovus Dividend Reinvestment and Direct Stock Purchase Plan: If you participate in this Plan, your proxy card represents shares held in the Plan, as well as shares you hold directly in certificate form registered in the same name.

Required Votes

Directors are elected by a plurality of the votes cast, which means the seven nominees who receive the largest number of properly executed votes will be elected as directors. Cumulative voting is not permitted. Shares that are represented by proxies which are marked withhold authority for the election of one or more director nominees will not be counted in determining the number of votes cast for those persons.

Pursuant to Synovus Articles of Incorporation, the affirmative vote by the holders of shares representing at least 66²/₃% of the votes entitled to be cast by the holders of all of the issued and outstanding shares of Synovus stock is required to amend the Articles of Incorporation and bylaws to declassify the Board of Directors.

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The affirmative vote of a majority of the votes cast is needed to approve the Synovus Financial Corp. Executive Cash Bonus Plan, ratify the appointment of KPMG LLP as Synovus independent auditor for 2006 and approve the shareholder proposal regarding director election by majority vote.

Tabulation of Votes

Under certain circumstances, brokers are prohibited from exercising discretionary authority for beneficial owners who have not returned proxies to the brokers (a broker non-vote). In these cases, and in cases where the shareholder abstains from voting on a matter, those shares will be counted for the purpose of determining if a quorum is present, but will not be included as votes cast with respect to those matters and, therefore, will have no effect on the vote with respect to any proposal other than the proposal to amend the Articles of Incorporation and bylaws to declassify the Board of Directors. Because the proposal to amend the Articles of Incorporation and bylaws to declassify the Board of Directors requires the affirmative vote by the holders of shares representing at least 66²/₃% of the votes entitled to be cast by the holders of all of the issued and outstanding shares of Synovus stock, abstentions and broker non-votes will have the same effect as a vote against the proposal.

How You Can Vote

You may vote by proxy or in person at the meeting. To vote by proxy, you may select one of the following options:

Vote By Telephone:

You can vote your shares by telephone by calling the toll-free telephone number (at no cost to you) shown on your proxy card. Telephone voting is available 24 hours a day, seven days a week. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded. Our telephone voting procedures are designed to authenticate the shareholder by using individual control numbers. If you vote by telephone, you do NOT need to return your proxy card.

Vote By Internet:

You can also choose to vote on the Internet. The website for Internet voting is shown on your proxy card. Internet voting is available 24 hours a day, seven days a week. You will be given the opportunity to confirm that your instructions have been properly recorded, and you can consent to view future proxy statements and annual reports on the Internet instead of receiving them in the mail. If you vote on the Internet, you do NOT need to return your proxy card.

Vote By Mail:

If you choose to vote by mail, simply mark your proxy card, date and sign it, sign the Certification and return it in the postage-paid envelope provided.

Revocation of Proxy

If you vote by proxy, you may revoke that proxy at any time before it is voted at the meeting. You may do this by (a) signing another proxy card with a later date and returning it to us prior to the meeting, (b) voting again by telephone or on the Internet prior to the meeting, or (c) attending the meeting in person and casting a ballot.

CB&T and Total System Services, Inc.

Synovus is the owner of all of the issued and outstanding shares of common stock of Columbus Bank and Trust Company® (CB&T). CB&T owns individually 81% of the outstanding shares of Total System Services, Inc. (TSY\$), an electronic payment processing company.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Corporate Governance Philosophy

The business affairs of Synovus are managed under the direction of the Board of Directors in accordance with the Georgia Business Corporation Code, as implemented by Synovus' Articles of Incorporation and bylaws. The role of the Board of Directors is to effectively govern the affairs of Synovus for the benefit of its shareholders and other constituencies. The Board strives to ensure the success and continuity of business through the election of qualified management. It is also responsible for ensuring that Synovus' activities are conducted in a responsible and ethical manner. Synovus is committed to having sound corporate governance principles.

Independence

The listing standards of the New York Stock Exchange provide that a director does not qualify as independent unless the Board of Directors affirmatively determines that the director has no material relationship with Synovus. The Board has established categorical standards of independence to assist it in determining director independence which conform to the independence requirements in the NYSE listing standards. The categorical standards of independence are incorporated within our Corporate Governance Guidelines and are attached to this Proxy Statement as Appendix A. The Board has determined that a majority of its members are independent as defined by the listing standards of the NYSE and meet the categorical standards of independence set by the Board as each independent director has only immaterial relationships with Synovus. Synovus' Board has determined that the following directors are independent: Daniel P. Amos, Richard Y. Bradley, Frank W. Brumley, Elizabeth W. Camp, C. Edward Floyd, T. Michael Goodrich, V. Nathaniel Hansford, John P. Illges, III, Mason H. Lampton, Elizabeth C. Ogie, H. Lynn Page, J. Neal Purcell and Melvin T. Stith. Please see "Certain Relationships and Related Transactions" on page 33 which includes information with respect to immaterial relationships between Synovus and its independent directors. This information was considered by the Board in determining a director's independence from Synovus under Synovus' categorical standards of independence and the NYSE listing standards.

Attendance at Meetings

The Board of Directors held five meetings in 2005. All directors attended at least 75% of Board and committee meetings held during their tenure during 2005 except Daniel P. Amos and William B. Turner, Jr. The average attendance by directors at the aggregate number of Board and committee meetings they were scheduled to attend was 91%. Although Synovus has no formal policy with respect to Board members' attendance at its annual meetings, it is customary for all Board members to attend as there is a Board meeting immediately preceding the annual meeting. All of Synovus' directors who were serving at the time attended the 2005 Annual Meeting of Shareholders.

Committees of the Board

Synovus' Board of Directors has four principal standing committees: an Executive Committee, an Audit Committee, a Corporate Governance and Nominating Committee and a Compensation Committee. Each committee has a written charter adopted by the Board of Directors that complies with the listing standards of the NYSE pertaining to corporate governance. Copies of the committee charters are available in the Corporate Governance section of our website at www.synovus.com/governance. The Board has determined that each member of the Audit, Corporate Governance and Nominating and Compensation Committees is an independent director.

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as defined by the listing standards of the NYSE and our Corporate Governance Guidelines. The following table shows the membership of the various committees.

Executive	Audit	Corporate Governance and Nominating	Compensation
V. Nathaniel Hansford, Chair	J. Neal Purcell, Chair	Richard Y. Bradley, Chair	V. Nathaniel Hansford, Chair
Richard E. Anthony	Elizabeth W. Camp	Daniel P. Amos	T. Michael Goodrich
James H. Blanchard	John P. Illges, III	Frank W. Brumley	Mason H. Lampton
Richard Y. Bradley	H. Lynn Page	C. Edward Floyd	
Gardiner W. Garrard, Jr.	Melvin T. Stith	Elizabeth C. Ogie	
T. Michael Goodrich			
Mason H. Lampton			
J. Neal Purcell			
James D. Yancey			

Executive Committee. Synovus Executive Committee held four meetings in 2005. During the intervals between meetings of Synovus Board of Directors, Synovus Executive Committee possesses and may exercise any and all of the powers of Synovus Board of Directors in the management and direction of the business and affairs of Synovus with respect to which specific direction has not been previously given by Synovus Board of Directors unless Board action is required by Synovus governing documents, law or rule.

Audit Committee. Synovus Audit Committee held 10 meetings in 2005. Its Report begins on page 24. The Board has determined that all five members of the Committee are independent and financially literate under the rules of the NYSE and that at least one member, J. Neal Purcell, is an audit committee financial expert as defined by the rules of the Securities and Exchange Commission. The primary functions of Synovus Audit Committee include:

Monitoring the integrity of Synovus financial statements, Synovus systems of internal controls and Synovus compliance with regulatory and legal requirements;

Monitoring the independence, qualifications and performance of Synovus independent auditor and internal auditing activities; and

Providing an avenue of communication among the independent auditor, management, internal audit and the Board of Directors.

Corporate Governance and Nominating Committee. Synovus Corporate Governance and Nominating Committee held four meetings in 2005. The primary functions of Synovus Corporate Governance and Nominating Committee include:

Identifying qualified individuals to become Board members;

Recommending to the Board the director nominees for each annual meeting of shareholders and director nominees to be elected by the Board to fill interim director vacancies;

Overseeing the annual review and evaluation of the performance of the Board and its committees; and

Developing and recommending to the Board corporate governance guidelines.

Compensation Committee. Synovus Compensation Committee held seven meetings in 2005. Its Report on Executive Compensation begins on page 30. The primary functions of Synovus Compensation Committee include:

Designing and overseeing Synovus executive compensation program;

Designing and overseeing all compensation and benefit programs in which employees and officers of Synovus are eligible to participate; and

Performing an annual evaluation of the Chief Executive Officer.

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Consideration of Director Candidates

Shareholder Candidates. The Corporate Governance and Nominating Committee will consider candidates for nomination as a director submitted by shareholders. Although the Committee does not have a separate policy that addresses the consideration of director candidates recommended by shareholders, the Board does not believe that such a separate policy is necessary as Synovus' bylaws permit shareholders to nominate candidates and as one of the duties set forth in the Corporate Governance and Nominating Committee charter is to review and consider director candidates submitted by shareholders. The Committee will evaluate individuals recommended by shareholders for nomination as directors according to the criteria discussed below and in accordance with Synovus' bylaws and the procedures described under Shareholder Proposals and Nominations on page 38.

Director Qualifications. Synovus' Corporate Governance Guidelines contain Board membership criteria considered by the Corporate Governance and Nominating Committee in recommending nominees for a position on Synovus' Board. The Committee believes that, at a minimum, a director candidate must possess personal and professional integrity, sound judgment and forthrightness. A director candidate must also have sufficient time and energy to devote to the affairs of Synovus, be free from conflicts of interest with Synovus, must not have reached the retirement age for Synovus directors and be willing to make, and financially capable of making, the required investment in Synovus' stock pursuant to Synovus' Director Stock Ownership Guidelines. The Committee also considers the following criteria when reviewing a director candidate:

The extent of the director's/potential director's business acumen and experience;

Whether the director/potential director assists in achieving a mix of Board members that represents a diversity of background and experience, including with respect to age, gender, race, place of residence and specialized experience;

Whether the director/potential director meets the independence requirements of the listing standards of the NYSE;

Whether the director/potential director would be considered a financial expert or financially literate as defined in the listing standards of the NYSE;

Whether the director/potential director, by virtue of particular technical expertise, experience or specialized skill relevant to Synovus' current or future business, will add specific value as a Board member; and

Whether the director/potential director possesses a willingness to challenge and stimulate management and the ability to work as part of a team in an environment of trust.

Identifying and Evaluating Nominees

The Corporate Governance and Nominating Committee has two primary methods for identifying director candidates (other than those proposed by Synovus' shareholders, as discussed above). First, on a periodic basis, the Committee solicits ideas for possible candidates from a number of sources including members of the Board, Synovus executives and individuals personally known to the members of the Board. Second, the Committee is authorized to use its authority under its charter to retain at Synovus' expense one or more search firms to identify candidates (and to approve such firms' fees and other retention terms).

The Committee will consider all director candidates identified through the processes described above, and will evaluate each of them, including incumbents, based on the same criteria. The director candidates are evaluated at regular or special meetings of the Committee and may be considered at any point during the year. If based on the Committee's initial evaluation a director candidate continues to be of interest to the Committee, the Chair of the Committee will interview the candidate and communicate his evaluation to the other Committee members and executive management. Additional interviews are conducted, if necessary, and ultimately the Committee will meet to finalize its list of recommended candidates for the Board's consideration.

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The non-management directors of Synovus meet separately at least four times a year after each regularly scheduled meeting of the Board of Directors. Synovus' independent directors meet at least once a year. V. Nathaniel Hansford, Synovus' Lead Director, presides at the meetings of non-management and independent directors.

Communicating with the Board

Synovus' Board provides a process for shareholders and other interested parties to communicate with the Board. Shareholders and other interested parties may communicate with the Board by writing the Board of Directors, Synovus Financial Corp., c/o General Counsel's Office, 1111 Bay Avenue, Suite 500, Columbus, Georgia 31901. Additional procedures by which shareholders and other interested parties can communicate with the Lead Director or with the non-management or independent directors individually or as a group are available in the Corporate Governance section of our website at www.synovus.com/governance. Synovus' process for handling shareholder and other communications to the Board has been approved by Synovus' independent directors.

Additional Information about Corporate Governance

Synovus has adopted Corporate Governance Guidelines which are regularly reviewed by the Corporate Governance and Nominating Committee. We have also adopted a Code of Business Conduct and Ethics which is applicable to all directors, officers and employees. In addition, we maintain procedures for the confidential, anonymous submission of any complaints or concerns about Synovus, including complaints regarding accounting, internal accounting controls or auditing matters. Shareholders may access Synovus' Corporate Governance Guidelines, Code of Business Conduct and Ethics, each committee's current charter, procedures for shareholders and other interested parties to communicate with the Lead Director or with the non-management or independent directors individually or as a group and procedures for reporting complaints and concerns about Synovus, including complaints concerning accounting, internal accounting controls and auditing matters in the Corporate Governance section of our website at www.synovus.com/governance. Copies of these documents are also available in print upon written request to the Corporate Secretary, Synovus Financial Corp., 1111 Bay Avenue, Suite 500, Columbus, Georgia 31901.

**DIRECTOR COMPENSATION AND
STOCK OWNERSHIP GUIDELINES**

Compensation

Directors of Synovus receive the following compensation:

Annual retainer	\$35,000
Annual committee member retainer (Compensation and Corporate Governance and Nominating)	\$ 5,000
Annual committee member retainer (Audit and Executive)	\$10,000
Annual committee chair retainer (Compensation and Corporate Governance and Nominating)	\$ 5,000
Annual Audit Committee chair retainer	\$10,000
Annual Lead Director retainer	\$ 5,000

Directors may elect to defer all or a portion of their cash compensation. Deferred amounts are deposited into one or more investment funds chosen by the director. All deferred fees are payable only in cash.

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Non-management directors also receive an annual award of 500 shares of restricted Synovus stock in the form of a grant from the Synovus 2002 Long-Term Incentive Plan, 100% of which vests after three years.

DIRECTOR COMPENSATION TABLE

Name	Annual Board Retainer	Annual Committee Retainer	Annual Committee Chair Retainer	Total Annual Cash Retainer	\$ Value of Director Restricted Stock Awards(1)	Synovus Contribution to Director Stock Purchase Plan
Daniel P. Amos	\$35,000	\$ 5,000		\$40,000	\$13,610	\$10,000
Richard E. Anthony	\$35,000	\$10,000		\$45,000		\$10,000
James H. Blanchard	\$35,000	\$10,000		\$45,000		
Richard Y. Bradley	\$35,000	\$15,000	\$ 5,000	\$55,000	\$13,610	
Frank W. Brumley	\$35,000	\$ 5,000		\$40,000	\$13,610	\$10,000
Elizabeth W. Camp	\$35,000	\$10,000		\$45,000	\$13,610	\$10,000
C. Edward Floyd	\$35,000	\$ 5,000		\$40,000	\$13,610	\$10,000
Gardiner W. Garrard, Jr.	\$35,000	\$10,000		\$45,000	\$13,610	
T. Michael Goodrich	\$35,000	\$15,000		\$50,000	\$13,610	\$10,000
V. Nathaniel Hansford	\$35,000	\$15,000	\$10,000(2)	\$60,000	\$13,610	\$10,000
John P. Illges, III	\$35,000	\$20,000(3)	\$10,000(3)	\$65,000	\$13,610	
Alfred W. Jones III	\$35,000			\$35,000	\$13,610	\$10,000
Mason H. Lampton	\$35,000	\$15,000		\$50,000	\$13,610	\$10,000
Elizabeth C. Ogie	\$35,000	\$ 5,000		\$40,000	\$13,610	
H. Lynn Page	\$35,000	\$10,000		\$45,000	\$13,610	
J. Neal Purcell	\$35,000	\$20,000(3)	\$10,000(3)	\$65,000	\$13,610	\$10,000
Melvin T. Stith	\$35,000	\$10,000		\$45,000	\$13,610	\$10,000
William B. Turner, Jr.	\$35,000			\$35,000	\$13,610	
James D. Yancey	\$35,000	\$10,000		\$45,000	\$13,610	\$10,000

(1) Market value of Synovus stock on the grant date, February 1, 2005.

(2) Mr. Hansford received \$5,000 as an annual retainer for his position as Lead Director.

(3) Mr. Illges and Mr. Purcell each served as Chairman of the Audit Committee and as a member of the Executive Committee for a portion of the year.

When traveling from out-of-town, members of the Board of Directors are also eligible for reimbursement of their travel expenses incurred in connection with attendance at Board and Committee meetings. These amounts are not included in the table above.

Director Stock Purchase Plan

Synovus Director Stock Purchase Plan is a nontax-qualified, contributory stock purchase plan pursuant to which qualifying Synovus directors can purchase, with the assistance of contributions from Synovus, presently issued and outstanding shares of Synovus stock. Under the terms of the Director Stock Purchase Plan, qualifying directors can elect to contribute up to \$5,000 per calendar quarter to make purchases of Synovus stock, and Synovus contributes an additional amount equal to 50% of the directors' cash contributions. Participants in the Director Stock Purchase Plan

are fully vested in, and may request the issuance to them of, all shares of Synovus stock purchased for their benefit under the Plan.

Consulting Services

Effective January 19, 2005, Synovus and James D. Yancey, the former Chairman of the Board of Synovus, entered into a one-year Consulting Agreement in conjunction with Mr. Yancey's

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retirement as an employee of Synovus. Under the Agreement, Mr. Yancey received monthly payments of \$27,487 and was also provided with 20 hours of personal use of corporate aircraft. Synovus also provided Mr. Yancey with an office and secretarial support during 2005 valued at approximately \$46,400. The Agreement expired on December 31, 2005.

Stock Ownership Guidelines

Under Synovus stock ownership guidelines for directors, all directors are required to accumulate over time shares of Synovus stock equal in value to at least three times the value of the annual retainer.

PROPOSALS TO BE VOTED ON

PROPOSAL 1: ELECTION OF DIRECTORS

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR ALL NOMINEES.

Number

At the date of this Proxy Statement, the Board of Directors of Synovus consists of 19 members. As 20 board seats have been authorized by Synovus shareholders, Synovus has one directorship which remains vacant. This vacant directorship could be filled in the future at the discretion of Synovus Board of Directors. This discretionary power gives Synovus Board of Directors the flexibility of appointing new directors in the periods between Synovus Annual Meetings should suitable candidates come to its attention. The Board is divided into three classes whose terms are staggered so that the term of one class expires at each Annual Meeting of Shareholders. The terms of office of the Class I directors expire at the 2007 Annual Meeting, the terms of office of the Class II directors expire at the 2008 Annual Meeting and the terms of office of the Class III directors expire at the 2006 Annual Meeting. However, if you approve the proposal to declassify the Board of Directors, as more fully described in Proposal 2 of this Proxy Statement, the term of all directors, including those elected at the 2006 Annual Meeting, will end at the 2007 Annual Meeting of Shareholders and all directors will thereafter be elected for one year terms. Proxies cannot be voted at the 2006 Annual Meeting for a greater number of persons than the number of nominees named.

Nominees

The following nominees have been nominated by the Corporate Governance and Nominating Committee and approved by the Board for submission to the shareholders: Richard Y. Bradley, Frank W. Brumley, Elizabeth W. Camp, T. Michael Goodrich, John P. Illges, III, J. Neal Purcell and William B. Turner, Jr., each to serve a three year term expiring at the 2009 Annual Meeting (or in 2007 if the proposal to declassify the Board of Directors and make related amendments to the Articles of Incorporation and bylaws is approved).

The Board believes that each director nominee will be able to stand for election. If any nominee becomes unable to stand for election, proxies in favor of that nominee will be voted in favor of the remaining nominees and in favor of any substitute nominee named by the Board upon the recommendation of the Corporate Governance and Nominating Committee. If you do not wish your shares voted for one or more of the nominees, you may so indicate on the proxy.

Table of Contents***Members of the Board of Directors***

Following is the principal occupation, age and certain other information for each director nominee and other directors serving unexpired terms.

Name	Age	Synovus Director Classification	Year First Elected Director	Principal Occupation and Other Information
Daniel P. Amos(1)	54	II	2001	Chairman of the Board and Chief Executive Officer, Aflac Incorporated (Insurance Holding Company)
Richard E. Anthony(2)	59	II	1993	President and Chief Executive Officer, Synovus Financial Corp.
James H. Blanchard(3)	64	I	1972	Chairman of the Board, Synovus Financial Corp.; Chairman of the Executive Committee, Total System Services, Inc.; Director, Total System Services, Inc. and BellSouth Corporation
Richard Y. Bradley	67	III	1991	Partner, Bradley & Hatcher (Law Firm); Director, Total System Services, Inc.
Frank W. Brumley(4)	65	III	2004	Chairman of the Board and Chief Executive Officer, Daniel Island Company (Planned Community Development)
Elizabeth W. Camp	54	III	2003	President and Chief Executive Officer, DF Management, Inc. (Investment and Management of Commercial Real Estate)
C. Edward Floyd, M.D.	71	II	1995	Vascular Surgeon
Gardiner W. Garrard, Jr.	65	I	1972	President, The Jordan Company (Real Estate Development); Director, Total System Services, Inc.
T. Michael Goodrich	60	III	2004	Chairman and Chief Executive Officer, BE&K, Inc. (Engineering and Construction Company);

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Name	Age	Synovus Director Classification	Year First Elected Director	Principal Occupation and Other Information
V. Nathaniel Hansford(5)	62	I	1985	President, Retired, North Georgia College and State University
John P. Illges, III	71	III	1997	Senior Vice President and Financial Consultant, Retired, The Robinson-Humphrey Company, Inc. (Stockbroker); Director, Total System Services, Inc.
Alfred W. Jones III	48	I	2001	Chairman of the Board and Chief Executive Officer, Sea Island Company (Real Estate Development and Management); Director, Total System Services, Inc.
Mason H. Lampton(6)	58	II	1993	Chairman of the Board, Standard Concrete Products (Construction Materials Company); Director, Total System Services, Inc.
Elizabeth C. Ogie(7)	55	II	1993	Private Investor
H. Lynn Page	65	I	1978	Director, Total System Services, Inc.
J. Neal Purcell	64	III	2003	Vice Chairman, Retired, KPMG LLP (Professional Services Provider); Director, Southern Company, Kaiser Permanente and Dollar General Corporation
Melvin T. Stith(8)	59	II	1998	Dean, Martin J. Whitman School of Management, Syracuse University; Director, Flowers Foods, Inc.
William B. Turner, Jr.(7)	54	III	2003	Vice Chairman of the Board and President, W.C. Bradley Co. (Metal Manufacturer and Real Estate)

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Name	Age	Synovus Director Classification	Year First Elected Director	Principal Occupation and Other Information
James D. Yancey(9)	64	I	1978	Chairman of the Board, Columbus Bank and Trust Company; Chairman of the Board, Retired, Synovus Financial Corp.; Director, Total System Services, Inc.

- (1) Daniel P. Amos previously served as a director of Synovus from 1991 until 1998, when he resigned as a director as required by federal banking regulations to join the board of a company affiliated with a Japanese bank.
- (2) Richard E. Anthony was elected President and Chief Executive Officer of Synovus in July 2005. From 1995 until 2005, Mr. Anthony served in various capacities with Synovus, including President and Chief Operating Officer of Synovus.
- (3) James H. Blanchard was elected Chairman of the Board of Synovus in July 2005. From 1970 until 2005, Mr. Blanchard served in various capacities with Synovus, CB&T and/or TSYS, including Chief Executive Officer of Synovus.
- (4) Frank W. Brumley was elected Chairman of the Board and Chief Executive Officer of Daniel Island Company in January 2006. Prior to 2006, Mr. Brumley served as President of Daniel Island Company.
- (5) V. Nathaniel Hansford serves as Lead Director of the Synovus Board.
- (6) Mason H. Lampton was elected Chairman of the Board of Standard Concrete Products in June 2005. Prior to 2005, Mr. Lampton served as President and Chief Executive Officer of Standard Concrete Products.
- (7) Elizabeth C. Ogie is William B. Turner, Jr.'s first cousin.
- (8) Melvin T. Stith was appointed Dean of Syracuse University's Martin J. Whitman School of Management in January 2005. Prior to 2005, Mr. Stith served as Dean of the College of Business at Florida State University.
- (9) James D. Yancey retired as an executive employee of Synovus in December 2004 and served as a non-executive Chairman of the Board until July 2005. Mr. Yancey was elected Chairman of the Board of Synovus in October 2003. Prior to 2003, Mr. Yancey served in various capacities with Synovus and/or CB&T, including Vice Chairman of the Board and President of both Synovus and CB&T.

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PROPOSAL 2: AMENDMENT TO SYNOVUS

**ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY THE BOARD OF DIRECTORS
THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR DECLASSIFICATION
OF THE BOARD OF DIRECTORS AND THE RELATED AMENDMENTS TO THE ARTICLES OF
INCORPORATION AND BYLAWS.**

Article 10 of Synovus Articles of Incorporation and Section 2 of Article III of Synovus bylaws provide for the classification of the Board of Directors into three classes, with each class being elected every three years and with each class being as nearly equal in number as possible. The Articles of Incorporation and bylaws also contain provisions relating to the classification of the Board concerning the filling of director vacancies. The Board of Directors has determined that the Articles of Incorporation and bylaws should be amended to repeal these provisions of Article 10 and Section 2 of Article III of the Articles of Incorporation and bylaws, respectively, and to make certain conforming changes as appropriate, and has unanimously adopted a resolution approving the amendments, declaring their advisability and recommending the amendments to our shareholders.

The proposed amendment would amend and restate Article 10 of Synovus Articles of Incorporation as follows:
10.

Each member of the Board of Directors of the corporation shall be elected at the annual meeting of shareholders and shall hold office for a term of one year and until his or her successor is duly elected and qualified or until his or her earlier retirement, resignation, removal or death.

The proposed amendment would amend and restate Section 2 and Section 10 of Article III of Synovus bylaws as follows:

ARTICLE III. DIRECTORS

Section 2. *Election and Tenure.* Each member of the Board of Directors of the corporation shall be elected at the annual meeting of shareholders and shall hold office for a term of one year and until his or her successor is duly elected and qualified or until his or her earlier retirement, resignation, removal or death. In such elections, the nominees receiving a plurality of votes shall be elected.

Section 10. *Vacancies.* Any vacancy occurring in the Board of Directors caused by the removal of a Director shall be filled by the shareholders, or if authorized by the shareholders, by the Board of Directors. Any other vacancy occurring in the Board of Directors, including vacancies occurring by reason of an increase in the number of directors comprising the Board, may be filled by the Board of Directors or the shareholders until the next annual meeting of shareholders and until a successor is duly elected and qualified. Vacancies in the Board of Directors filled by the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum, or the sole remaining Director, as the case may be.

If the proposed amendments are approved by the shareholders of Synovus, the classified Board will be eliminated, the current term of office of each director will end at the 2007 Annual Meeting and directors will thereafter be elected for one-year terms at each Annual Meeting of Shareholders. Furthermore, any director chosen to fill a vacancy on the Board of Directors will hold office until the next Annual Meeting of Shareholders.

Classified or staggered boards have been widely adopted and have a long history in corporate law. Proponents of classified boards assert that they promote the independence of directors because directors elected for multi-year terms are less subject to outside influence. Proponents of classified

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boards also believe it provides continuity and stability in the management of the business and affairs of a company because a majority of directors always have prior experience as directors of the company and familiarity with the business of the company. Furthermore, proponents argue that staggered boards may enhance shareholder value by forcing an entity seeking control of a target company to initiate arms-length discussions with the board of a target company because the entity is unable to replace the entire board in a single election.

On the other hand, some investors view classified boards as reducing the accountability of directors to shareholders by making it more difficult for shareholders to change a majority of directors even where a majority of shareholders are dissatisfied with the performance of incumbent directors. Many institutional investors believe that the election of directors is the primary means for shareholders to influence corporate governance policies and to hold management accountable for implementing these policies. In addition, opponents of classified boards assert that a staggered structure for the election of directors may discourage proxy contests in which shareholders have an opportunity to vote for a competing slate of nominees and therefore may erode shareholder value. In light of these views, a number of major corporations have determined that the evolving principles of corporate governance dictate that all directors of a corporation should be elected annually.

The Board of Directors carefully considered the arguments for and against continuation of the classified Board and determined that the classified Board should be eliminated. The Board believes that all directors should be equally accountable at all times for Synovus performance. Moreover, this determination by the Board furthers its goal of ensuring that Synovus corporate governance policies maximize management accountability to shareholders and would, if adopted, allow shareholders the opportunity each year to register their views on the performance of the Board of Directors. Because there is no limit to the number of terms an individual may serve, the continuity and stability of the Board's membership and our policies and long-term strategic planning should not be affected.

If approved, the proposed amendment to the Articles of Incorporation will become effective upon the filing of Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Georgia, which Synovus would do promptly after the Annual Meeting. The proposed amendment to the bylaws will become effective upon adoption by the shareholders at the Annual Meeting. If the proposal is not approved by the shareholders, then the Board of Directors will remain classified, and the directors will continue to be elected to three-year terms.

PROPOSAL 3: APPROVAL OF THE SYNOVUS FINANCIAL CORP.

EXECUTIVE CASH BONUS PLAN

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THE SYNOVUS FINANCIAL CORP. EXECUTIVE CASH BONUS PLAN.

Synovus executive compensation program will include short-term incentive bonus awards under the Synovus Financial Corp. Executive Cash Bonus Plan (the Plan). The purposes of the Plan are to reward selected executive officers for superior corporate performance and to attract and retain top quality executive officers. Subject to approval by Synovus shareholders, compensation paid pursuant to the Plan is intended, to the extent reasonable, to qualify for tax deductibility under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, as may be amended from time to time (Section 162(m)). The Plan is being submitted to shareholders for approval as required by Section 162(m).

Eligibility and Participation. The Chief Executive Officer and the four highest compensated officers of Synovus and any publicly-traded subsidiary of Synovus are eligible to participate in the Plan. Approximately 10 employees are eligible to participate in the Plan. The

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Compensation Committee, as described below, has discretion to select participants from among eligible employees from year to year.

Description of Awards Under the Plan. Pursuant to the Plan, Synovus may award incentive bonus opportunities to participants. Each fiscal year, the Compensation Committee establishes, in writing, the performance goals applicable to the current and/or any succeeding fiscal year. The performance measures which are used to determine the amount of the incentive bonus award for each performance period are chosen from among the following for Synovus, any of its business segments and/or any of its business units, unless and until the Compensation Committee proposes a change in the measures for shareholder vote or applicable tax and/or other regulatory laws change to permit the Compensation Committee discretion to alter the performance measures without obtaining shareholder approval: (i) return on assets; (ii) net income; (iii) operating income; (iv) nonperforming assets and/or loans as a percentage of total assets and/or loans; (v) return on capital compared to cost of capital; (vi) earnings per share and/or earnings per share growth; (vii) return on equity; (viii) noninterest expense as a percentage of total expense; (ix) loan charge-offs as a percentage of total loans; (x) productivity and expense control; (xi) number of cardholder, merchant and/or other customer accounts processed and/or converted by TSYS; (xii) successful negotiation or renewal of contracts with new and/or existing customers by TSYS; (xiii) stock price; and (xiv) asset growth. Awards are determined based on the achievement of the preestablished performance goals and are awarded based on a percentage of a participant's base salary.

The Compensation Committee has no discretion to increase the amount of any award under the Plan but will retain the ability to eliminate or decrease an award otherwise payable to a participant. The Compensation Committee must certify, in writing, that the performance goals have been met before any payments to participants may be made. Payment of the incentive bonus award earned, if any, is made in cash, as soon as practicable after Compensation Committee approval or deferred pursuant to the provisions of the Synovus/ TSYS Deferred Compensation Plan.

Termination of Employment. Any participant not employed by Synovus or a publicly-traded subsidiary of Synovus on December 31 of any fiscal year will not be entitled to an award unless otherwise determined by the Compensation Committee.

Maximum Amount Payable to Any Participant. The maximum amount payable for each performance period under the Plan to any participant is \$2 million.

Amendment of the Plan. The Board of Directors may amend the Plan at any time including amendments that increase the costs of the Plan and allocate benefits between persons and groups in the table below differently; provided, however, that no amendment can be made without shareholder approval that increases the maximum amount payable to any participant in excess of the limit set forth above.

Duration of the Plan. The Plan will remain in effect from the date it is approved by Synovus' shareholders until the date it is terminated by the Board of Directors. The Board of Directors may terminate the Plan at any time.

Administration. The Plan will be administered by the Compensation Committee of the Board of Directors or, in the case of a publicly-traded subsidiary of Synovus, by the Compensation Committee of the publicly traded subsidiary. The Committee will be comprised of two or more outside directors within the meaning of Section 162(m).

Estimate of Benefits. For the fiscal year 2005, only Messrs. Blanchard and Anthony would have been selected to participate in the Plan, while Messrs. Griffith and Green and Ms. James would have been selected to participate in the Synovus Incentive Bonus Plan. Because the amounts that will be paid pursuant to the Plan are not currently determinable, the following chart sets forth the amounts that would have been awarded for fiscal year 2005 if the Chief Executive Officer and the four other highest compensated officers of Synovus participated in the Plan.

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**NEW PLAN BENEFITS
SYNOVUS FINANCIAL CORP.
EXECUTIVE CASH BONUS PLAN**

Name and Position	Dollar Value (\$)
Richard E. Anthony President and Chief Executive Officer	\$ 964,575
James H. Blanchard Chairman of the Board	1,114,800
G. Sanders Griffith, III Senior Executive Vice President, General Counsel and Secretary	417,375
Frederick L. Green, III Vice Chairman	376,950
Elizabeth R. James Vice Chairman and Chief People Officer	371,700
Executive Group	3,245,400
Non-Executive Director Group	-0-
Non-Executive Officer Employee Group	-0-

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**PROPOSAL 4: RATIFICATION OF
APPOINTMENT OF THE INDEPENDENT AUDITOR
THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR RATIFICATION OF
THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITOR.**

The Audit Committee has appointed the firm of KPMG LLP as the independent auditor to audit the consolidated financial statements of Synovus and its subsidiaries for the fiscal year ending December 31, 2006. Representatives of KPMG will be present at the Annual Meeting with the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from shareholders present at the meeting. Although shareholder ratification of the appointment of Synovus independent auditor is not required by our bylaws or otherwise, we are submitting the selection of KPMG to our shareholders for ratification to permit shareholders to participate in this important corporate decision. If not ratified, the Audit Committee will reconsider the selection, although the Audit Committee will not be required to select a different independent auditor for Synovus.

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**PROPOSAL 5: SHAREHOLDER PROPOSAL REGARDING DIRECTOR ELECTION BY MAJORITY VOTE
THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE AGAINST THE
SHAREHOLDER S PROPOSAL.**

The United Brotherhood of Carpenters Pension Fund (Fund), which is the beneficial owner of approximately 5,000 shares of Synovus stock, has made a timely request that the following proposal, which the Fund intends to present for consideration at the 2006 Annual Meeting, be included in this Proxy Statement. The Fund has advised Synovus that a representative of the Fund intends to be present at the Annual Meeting to present this proposal for consideration. The proposal and related supporting statement are set forth below exactly as received by Synovus. The Fund s request was submitted by Douglas J. McCarron, Fund Chairman, 101 Constitution Avenue, N.W., Washington, D.C. 20001.

Shareholder Resolution:

Resolved: That the shareholders of Synovus Financial Corp. (Company) hereby request that the Board of Directors initiate the appropriate process to amend the Company s articles of incorporation to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders.

Shareholder Supporting Statement:

Our Company is incorporated in Georgia. Among other issues, Georgia corporate law addresses the issue of the level of voting support necessary for a specific action, such as the election of corporate directors. Georgia law provides that unless a company s articles of incorporation provide otherwise, a plurality of all the votes cast at a meeting at which a quorum is present is sufficient to elect a director. (Georgia Business Corporation Code, 14-2-728.a.)

Our Company presently uses the plurality vote standard to elect directors. This proposal requests that the Board initiate a change in the Company s director election vote standard to provide that nominees for the board of directors must receive a majority of the vote cast in order to be elected or re-elected to the Board.

We believe that a majority vote standard in director elections would give shareholders a meaningful role in the director election process. Under the Company s current standard, a nominee in a director election can be elected with as little as a single affirmative vote, even if a substantial majority of the votes cast are withheld from that nominee. The majority vote standard would require that a director receive a majority of the vote cast in order to be elected to the Board.

The majority vote proposal received high levels of support last year, winning majority support at Advanced Micro Devices, Freeport McMoRan, Marathon Oil, Marsh and McLennan, Office Depot, Raytheon, and others. Leading proxy advisory firms recommended voting in favor of the proposal.

Some companies have adopted board governance policies requiring director nominees that fail to receive majority support from shareholders to tender their resignations to the board. We believe that these policies are inadequate for they are based on continued use of the plurality standard and would allow director nominees to be elected despite only minimal shareholder support. We contend that changing the legal standard to a majority vote is a superior solution that merits shareholder support.

Our proposal is not intended to limit the judgment of the Board in crafting the requested governance change. For instance, the Board should address the status of incumbent director nominees who fail to receive a majority vote under a majority vote standard and whether a plurality vote standard may be appropriate in director elections when the number of director nominees exceeds the available board seats.

We urge your support for this important director election reform.

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Board of Directors Statement in Opposition:

Synovus believes that adherence to sound corporate governance policies and practices is important to ensuring that Synovus is governed and managed with the highest standards of responsibility, ethics and integrity and in the best interests of its shareholders. Synovus currently elects its directors by a plurality standard, meaning that the nominees who receive the most affirmative votes are elected to the Board. This method of voting, which is permissible under Georgia law and is the predominant method currently in use among U.S. public companies, has served Synovus well for many years. In fact, in no instance can it be found that plurality voting prevented Synovus shareholders from either electing the directors they wanted to elect or otherwise expressing their dissatisfaction with any particular director or the Board as a whole.

Synovus believes it would not be in the best interests of its shareholders to change the method by which directors are elected for the following reasons:

The Fund's proposal is unnecessary to achieve sound corporate governance at Synovus. Synovus has demonstrated its commitment to implementing best corporate governance practices and its openness to shareholder input regarding potential directors and governance. For example, in the area of director elections, the Board recently amended Synovus' Corporate Governance Guidelines to provide that in an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election must promptly tender his or her resignation. This new guideline further provides for a process by which such director's resignation is either accepted or rejected by the Corporate Governance and Nominating Committee and the Board. (See Appendix B of this Proxy Statement for this addition to the Corporate Governance Guidelines.) The Board also recently voted to recommend that the shareholders approve an amendment to Synovus' Articles of Incorporation and bylaws to declassify the Board so that each director will be subject to shareholder approval on an annual basis. (See Proposal 2 of this Proxy Statement for Synovus' proposal regarding the declassification of the Board.)

Furthermore, Synovus maintains a director nomination and election process that is designed to give due regard to shareholder nominees. The Corporate Governance and Nominating Committee has a process for consideration of shareholder nominees, and the Board maintains a process for shareholders to communicate with the Board. The Board believes that these mechanisms, not the process requested by the Fund's proposal, provide the best foundation for a strong and effective Board and excellence in corporate governance.

Given the current state of applicable corporate law and practice, the Fund's proposal for majority voting for directors may have unintended negative consequences. The Board believes that while conceptually the Fund's proposal seems simple, implementation of the proposal would establish a potentially disruptive vote requirement that the Board does not believe is reasonable or in the best interests of Synovus' shareholders. For example, the Fund's proposal does not address what would happen if one or more incumbent directors fail to receive a majority of the votes cast. Georgia law provides that despite the expiration of a director's term, such director continues to serve until a successor is elected and qualified or until there is a decrease in the number of directors. Therefore, under the Fund's proposal, an incumbent director who does not receive a majority of the votes cast would nonetheless remain in office until such person's successor was elected and qualified, absent resignation or removal from the Board. We believe that this situation would not reflect the views of shareholders who have chosen to exercise their right to vote for the directors of their choice at the annual meeting.

In addition, the plurality voting standard is the methodology known to and understood by shareholders and used by corporations that have been identified as leaders in corporate governance reforms. Majority voting, on the other hand, is an uncertain, untested voting standard. It is possible that the unpredictability described above could deter the most qualified individuals from agreeing to serve as director candidates, whether nominated by the Board or a shareholder.

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A further consequence of the Fund's proposal may be to unnecessarily increase the cost of soliciting shareholder votes. If the Fund's proposal is approved, the Board may need to employ proactive telephone solicitations, subsequent mailings or other vote-procuring strategies to obtain shareholder approval in future elections. The Board believes this would not be a good expenditure of Synovus' funds in connection with director elections.

The Board believes that Synovus' existing voting standard is fair, democratic and impartial and serves the best interests of its shareholders. Synovus' history of electing, by a plurality, strong and independent boards is demonstrated in the fact that in the past ten years, the average affirmative vote for the directors has been greater than 98.7 percent of the votes cast. The outcome of Synovus' election process would not have been different if the proposed majority voting standard had been used. Furthermore, the Board believes that the quality of its directors has a far greater impact on Synovus' governance than the voting standard used to elect them.

EXECUTIVE OFFICERS

The following table sets forth the name, age and position with Synovus of each executive officer of Synovus.

Name	Age	Position with Synovus
Richard E. Anthony(1)	59	President and Chief Executive Officer
James H. Blanchard(1)	64	Chairman of the Board
Frederick L. Green, III(2)	47	Vice Chairman
Elizabeth R. James(3)	44	Vice Chairman and Chief People Officer
G. Sanders Griffith, III(4)	52	Senior Executive Vice President, General Counsel and Secretary
Thomas J. Prescott(5)	51	Executive Vice President and Chief Financial Officer
Mark G. Holladay(6)	50	Executive Vice President and Chief Credit Officer
Andrew R. Klepchick(7)	43	Executive Vice President
Calvin Smyre(8)	58	Executive Vice President, Corporate Affairs

- (1) As Messrs. Blanchard and Anthony are directors of Synovus, relevant information pertaining to their positions with Synovus is set forth under the caption "Members of the Board of Directors" on page 10.
- (2) Frederick L. Green, III was elected Vice Chairman of Synovus in December 2003. From 1991 until 2003, Mr. Green served in various capacities with The National Bank of South Carolina, a banking subsidiary of Synovus, including President of The National Bank of South Carolina. Mr. Green continues to serve as Chairman of the Board of The National Bank of South Carolina.
- (3) Elizabeth R. James was elected Vice Chairman of Synovus in May 2000. From 1986 until 2000, Ms. James served in various capacities with Synovus, CB&T and/or TSYS, including Chief Information Officer and Chief People Officer of Synovus.
- (4) G. Sanders Griffith, III was elected Senior Executive Vice President, General Counsel and Secretary of Synovus in October 1995. From 1988 until 1995, Mr. Griffith served in various capacities with Synovus, including Executive Vice President, General Counsel and Secretary.
- (5) Thomas J. Prescott was elected Executive Vice President and Chief Financial Officer of Synovus in December 1996. From 1987 until 1996, Mr. Prescott served in various capacities with Synovus, including Executive Vice President and Treasurer.

(6) Mark G. Holladay was elected Executive Vice President and Chief Credit Officer of Synovus in April 2000. From 1974 until 2000, Mr. Holladay served in various capacities with CB&T, including Executive Vice President.

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- (7) Andrew R. Klepchick was elected Executive Vice President of Synovus in August 2005. From 1988 until 2005, Mr. Klepchick served in various positions with Creative Financial Group, Ltd., a financial planning subsidiary of Synovus, including Executive Vice President of Creative Financial Group, Ltd.
- (8) Calvin Smyre was elected Executive Vice President of Synovus in November 1996. From 1976 until 1996, Mr. Smyre served in various capacities with CB&T and/or Synovus, including Senior Vice President of Synovus.

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AND EXECUTIVE OFFICERS**

The following table sets forth ownership of shares of Synovus stock by each director, each executive officer named in the Summary Compensation Table on page 26 and all directors and executive officers as a group as of December 31, 2005.

Name	Shares of Synovus Stock Beneficially Owned with Sole Voting And Investment Power as of 12/31/05	Shares of Synovus Stock Beneficially Owned with Shared Voting And Investment Power as of 12/31/05	Shares of Synovus Stock Beneficially Owned with Sole Voting but no Investment Power as of 12/31/05	Total Shares of Synovus Stock Beneficially Owned as of 12/31/05(1)	Percentage of Outstanding Shares of Synovus Stock Beneficially Owned as of 12/31/05
Daniel P. Amos	51,122	417,274	500	468,896	*
Richard E. Anthony	584,394	189,774	64,238	1,143,689	*
James H. Blanchard	1,336,597	203,815	49,687	2,904,517	1
Richard Y. Bradley	23,124	84,887	500	108,511	*
Frank W. Brumley	25,609		500	26,109	*
Elizabeth W. Camp	22,901	2,703	500	26,104	*
C. Edward Floyd	846,471	269,365	500	1,116,336	*
Gardiner W. Garrard, Jr.	204,147	793,682	500	998,329	*
T. Michael Goodrich	186,284	35,898(2)	500	222,682	*
Frederick L. Green, III	104,939	415	30,784	277,452	*
G. Sanders Griffith, III	200,770	3,424	71,879	485,261	*
V. Nathaniel Hansford	124,749	424,239	500	549,488	*
John P. Illges, III	281,204	441,429	500	723,133	*
Elizabeth R. James	32,997		4,754	148,646	*
Alfred W. Jones III	10,079		500	10,579	*
Mason H. Lampton	97,020	178,981(3)	500	276,501	*
Elizabeth C. Ogie	477,263	3,001,567(4)	500	3,479,330	1
H. Lynn Page	721,418	11,515	500	733,433	*
J. Neal Purcell	10,309		500	10,809	*
Melvin T. Stith	8,205	117	500	8,822	*
William B. Turner, Jr.	418,244	2,867,526(4)	500	3,286,270	1
James D. Yancey	1,110,591	88,532	500	2,680,785	1
Directors and Executive Officers as a Group (26 persons)	7,088,483	6,155,802	255,438	17,384,192	5.5

* Less than one percent of the outstanding shares of Synovus stock.

(1) The totals shown for the following directors and executive officers of Synovus include the number of shares of Synovus stock that each individual, as of December 31, 2005, had the right to acquire within 60 days through the

exercise of stock options:

Person	Number of Shares
Richard E. Anthony	305,283
James H. Blanchard	1,314,418
Frederick L. Green, III	141,314
G. Sanders Griffith, III	209,188
Elizabeth R. James	110,895
James D. Yancey	1,481,162

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In addition, the other executive officers of Synovus had rights to acquire an aggregate of 322,209 shares of Synovus stock within 60 days through the exercise of stock options.

- (2) Includes 31,298 shares of Synovus stock held in trusts for which Mr. Goodrich is not the trustee. Mr. Goodrich disclaims beneficial ownership of such shares.
- (3) Includes 176,187 shares of Synovus stock held in a trust for which Mr. Lampton is not the trustee. Mr. Lampton disclaims beneficial ownership of such shares.
- (4) Includes 2,859,341 shares of Synovus stock held by a charitable foundation of which Mrs. Ogie and Mr. Turner are among the trustees.

For a detailed discussion of the beneficial ownership of TSYS stock by Synovus named executive officers and directors and by all directors and executive officers of Synovus as a group, see TSYS Stock Ownership of Directors and Management on page 36.

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AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors is comprised of five directors, each of whom the Board has determined to be an independent director as defined by the listing standards of the New York Stock Exchange. The duties of the Audit Committee are summarized in this Proxy Statement under Committees of the Board on page 5 and are more fully described in the Audit Committee charter adopted by the Board of Directors.

One of the Audit Committee's primary responsibilities is to assist the Board in its oversight responsibility regarding the integrity of Synovus' financial statements and systems of internal controls. Management is responsible for Synovus' accounting and financial reporting processes, the establishment and effectiveness of internal controls and the preparation and integrity of Synovus' consolidated financial statements. KPMG LLP, Synovus' independent auditor, is responsible for performing an independent audit of Synovus' consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) and issuing opinions on whether those financial statements are presented fairly in conformity with accounting principles generally accepted in the United States, on management's assessment of the effectiveness of internal control over financial reporting and on the effectiveness of Synovus' internal control over financial reporting. The Audit Committee is directly responsible for the compensation, appointment and oversight of KPMG LLP. The function of the Audit Committee is not to duplicate the activities of management or the independent auditor, but to monitor and oversee Synovus' financial reporting process.

In discharging its responsibilities regarding the financial reporting process, the Audit Committee:

Reviewed and discussed with management and KPMG LLP Synovus' audited consolidated financial statements as of and for the year ended December 31, 2005;

Discussed with KPMG LLP the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees); and

Received from KPMG LLP the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and has discussed with KPMG LLP their independence.

Based upon the review and discussions referred to in the preceding paragraph, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements referred to above be included in Synovus' Annual Report on Form 10-K for the year ended December 31, 2005, for filing with the Securities and Exchange Commission.

The Audit Committee
J. Neal Purcell, Chair
Elizabeth W. Camp
John P. Illges, III
H. Lynn Page
Melvin T. Stith

Table of Contents***KPMG LLP Fees and Services***

The following table presents fees for professional audit services rendered by KPMG LLP for the audit of Synovus annual consolidated financial statements for the years ended December 31, 2005 and December 31, 2004 and fees billed for other services rendered by KPMG during those periods. All amounts include fees for services provided to TSYS by KPMG.

	2005	2004
Audit Fees(1)	\$2,993,000	\$2,994,000
Audit Related Fees(2)	1,331,000	1,719,000
Tax Fees(3)	355,000	416,000
All Other Fees(4)	-0-	52,000
Total	\$4,679,000	\$5,181,000

(1) Audit fees represent fees for professional services provided in connection with the audits of Synovus consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting, reviews of quarterly financial statements, issuance of comfort letters and other SEC filing matters and audit or attestation services provided in connection with other statutory or regulatory filings.

(2) Audit related fees consisted principally of fees for certain agreed upon procedures engagements, certain internal control reports, employee benefit plan audits and due diligence services related to acquisitions.

(3) Tax fees consisted of fees for tax compliance/preparation (\$88,000 in 2005) and tax consultation (\$267,000 in 2005) services.

(4) All other fees consisted principally of certain agreed upon procedures related to computer security.

Policy on Audit Committee Pre-Approval

The Audit Committee has the responsibility for appointing, setting the compensation for and overseeing the work of Synovus independent auditor. In recognition of this responsibility, the Audit Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent auditor in order to assure that the provision of these services does not impair the independent auditor's independence. Synovus Audit Committee Pre-Approval Policy addresses services included within the four categories of audit and permissible non-audit services, which include Audit Services, Audit Related Services, Tax Services and All Other Services.

The annual audit services engagement terms and fees are subject to the specific pre-approval of the Audit Committee. In addition, the Audit Committee must specifically approve permissible non-audit services classified as All Other Services.

Prior to engagement, management submits to the Committee for approval a detailed list of the Audit Services, Audit Related Services and Tax Services that it recommends the Committee engage the independent auditor to provide for the fiscal year. Each specified service is allocated to the appropriate category and accompanied by a budget estimating the cost of that service. The Committee will, if appropriate, approve both the list of Audit Services, Audit Related Services and Tax Services and the budget for such services.

The Committee is informed at each Committee meeting as to the services actually provided by the independent auditor pursuant to the Pre-Approval Policy. Any proposed service that is not separately listed in the Pre-Approval Policy or any service exceeding the pre-approved fee levels must be specifically pre-approved by the Committee. The

Audit Committee has delegated pre-approval authority to the Chairman of the Audit Committee. The Chairman must report any pre-approval decisions made by him to the Committee at its next scheduled meeting.

Table of Contents**EXECUTIVE COMPENSATION****Summary Compensation Table**

The following table summarizes the cash and noncash compensation for each of the last three fiscal years for the chief executive officer of Synovus and for the other four most highly compensated executive officers of Synovus.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation Awards			
		Salary	Bonus	Other Annual Compensation (1)	Restricted Stock Award(s) (2)	Securities Underlying Options/SARs	All Other Compensation (3)
Richard E. Anthony President and Chief Executive Officer	2005	\$643,050	\$ 964,575	\$10,000	\$1,700,000	57,047	\$263,658
	2004	510,000	510,000	10,000	-0-	45,620	113,369
	2003	441,606	66,092	10,000	-0-	-0-	81,806
James H. Blanchard Chairman of the Board	2005	743,200	1,114,800	-0-	-0-	90,716	331,830
	2004	811,000	811,000	-0-	-0-	89,300	196,816
	2003	765,000	-0-	5,000	-0-	-0-	179,457
G. Sanders Griffith, III Senior Executive Vice President, General Counsel and Secretary	2005	397,500	417,375	-0-	143,246	16,023	99,735
	2004	382,000	267,400	-0-	-0-	31,518	61,039
	2003	360,000	49,140	-0-	-0-	-0-	44,774