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SYNOVUS FINANCIAL CORP
Form DEF 14A
March 08, 2004

SCHEDULE 14A INFORMATION

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

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
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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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James H. Blanchard
Chief Executive Officer

March 17, 2004

Dear Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders at 10:00 a.m. on Thursday, April 22, 2004, at the RiverCenter for the Performing Arts, 900 Broadway, Columbus, Georgia 31901. Enclosed with this Proxy Statement are your proxy card and the 2003 Annual Report.

We hope that you will be able to be with us and let us give you a review of 2003. 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 2004 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 2003 a good year. We look forward to your continued support in 2004 and another good year.

Sincerely yours,
/s/James H. Blanchard
James H. Blanchard

Synovus Financial Corp. Post Office Box 120 Columbus, Georgia 31902-0120

SYNOVUS (R)

NOTICE OF THE 2004 ANNUAL MEETING OF SHAREHOLDERS

TIME..... 10:00 a.m. E.T.
Thursday, April 22, 2004

PLACE..... RiverCenter for the Performing Arts
900 Broadway
Columbus, Georgia 31901

- ITEMS OF BUSINESS..
- (1) To elect seven directors to serve until the Annual Meeting of Shareholders in 2007 and five directors to serve until the Annual Meeting of Shareholders in 2006.
 - (2) To ratify the appointment of KPMG LLP as our independent auditor for the year 2004.
 - (3) 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 17, 2004.

ANNUAL REPORT..... A copy of the Annual Report is enclosed.

PROXY VOTING..... Your vote is important. Please vote in one of these ways:

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- (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.

/s/G. Sanders Griffith, III
G. Sanders Griffith, III
Secretary

Columbus, Georgia
March 17, 2004

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 March 17, 2004. The Synovus Board of Directors is soliciting proxies to be used at the 2004 Annual Meeting of Synovus Shareholders which will be held on April 22, 2004, at 10:00 a.m., at the RiverCenter for the Performing Arts, 900 Broadway, Columbus, Georgia. Proxies are solicited to give

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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 17, 2004. 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 17, 2004, 302,516,262 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 sign the proxy card but do not specify how you want your shares to be voted, your shares will be voted by the designated proxies FOR the election of all of the director nominees and FOR the ratification of the appointment of KPMG LLP as Synovus' independent auditor for the year 2004. 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 17, 2004 which: (i) has had the same owner since February 17, 2000; (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 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 17, 2000; (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

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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

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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 PROXY CARDS 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, which means the twelve 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.

The affirmative vote of a majority of the votes cast (in person or by proxy and entitled to vote at the Annual Meeting) is needed to ratify the appointment of KPMG LLP as Synovus' independent auditor for 2004.

TABULATION OF VOTES

Under certain circumstances, brokers are prohibited from exercising discretionary authority for beneficial owners who have not returned proxies to the brokers (so-called "broker non-votes"). 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 in the vote totals with respect to those matters and, therefore, will have no effect on the vote. In addition, if a broker indicates on the proxy card that it does not have discretionary authority on other matters considered at the meeting, those shares will not be counted in determining the number of votes cast with respect to those matters.

HOW YOU CAN VOTE

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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.

REVOCAION 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 (R) ("CB&T"). CB&T owns individually 81.1% of the outstanding shares of Total System Services, Inc.(R) ("TSYS(R)"), an electronic transaction processing company.

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 Board has determined that a majority of its members are "independent" as defined by the listing standards of the New York Stock Exchange and Synovus'

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Corporate Governance Guidelines. 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.

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Lynn Page, J. Neal Purcell and Melvin T. Stith. The standards set and used by the Board to determine the independence of directors and committee members (which are incorporated within our Corporate Governance Guidelines) are available in the Corporate Governance section of our website at www.synovus.com/governance. All independent directors of Synovus meet the standards for independence set by the Board.

ATTENDANCE AT MEETINGS

The Board of Directors held four meetings in 2003. All directors attended at least 75% of Board and committee meetings held during their tenure during 2003 except Daniel P. Amos who attended 63%. The average attendance by directors at the aggregate number of Board and committee meetings they were scheduled to attend was 95%. 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. Seventeen of our then eighteen directors attended the 2003 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 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 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
V. Nathaniel Hansford, Chair	John P. Illges, III, Chair	Richard Y. Bradley, Chair
James H. Blanchard	H. Lynn Page	Daniel P. Amos
Richard Y. Bradley	Melvin T. Stith	Frank W. Brumley
Gardiner W. Garrard, Jr.		C. Edward Floyd
John P. Illges, III		Elizabeth C. Ogie
Mason H. Lampton		
James D. Yancey		

Executive Committee. Synovus' Executive Committee held six meetings in 2003. 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.

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Audit Committee. Synovus' Audit Committee held nine meetings in 2003. Its Report begins on page 13. A copy of the Audit Committee charter, which contains a detailed list of the Committee's functions, is attached to this Proxy Statement as Appendix A. The Board has determined that all three members of the Committee are financially literate under the rules of the NYSE and that H. Lynn Page is an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission. The primary functions to be engaged in by 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

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- . 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 2003. The primary functions to be engaged in by 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 four meetings in 2003. Its Report on Executive Compensation begins on page 18. The primary functions to be engaged in by Synovus' Compensation Committee include:

- . The design and oversight of Synovus' executive compensation program;
- . The design and oversight of 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.

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 consider individuals recommended by shareholders for nomination as directors in

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accordance with Synovus' bylaws and in accordance with the procedures described under "Shareholder Proposals and Nominations" on page 27.

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;

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- .. 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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Five nominees for election as directors have not previously served as directors of Synovus. Mr. Brumley was recommended to the Committee for consideration as a director nominee by a non-management director and the chief executive officer; Ms. Camp by an executive officer (other than the chief executive officer); Mr. Goodrich by an executive officer and an emeritus Board member; and Mr. Purcell and William B. Turner, Jr. by the chief executive officer.

MEETINGS OF NON-MANAGEMENT DIRECTORS

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

COMMUNICATING WITH THE BOARD

Synovus' Board provides a process for shareholders to communicate with the Board. Shareholders may communicate with the Board by writing the Board of Directors, Synovus Financial Corp., c/o General Counsel's Office, 901 Front Avenue, Suite 301, Columbus, Georgia 31901. Additional procedures by which shareholders can communicate with the non-management directors are available in the Corporate Governance section of our website at www.synovus.com/governance.

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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 to communicate with the non-management directors 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.

DIRECTOR COMPENSATION AND STOCK OWNERSHIP GUIDELINES

COMPENSATION

Directors of Synovus receive the following compensation:

Annual retainer.....	\$25,000
Annual retainer for committee chair, excluding executive	\$ 2,000
Attendance fee for each Board meeting.....	\$ 1,800
Attendance fee for each Executive Committee meeting, including the chairman.....	\$ 1,800
Attendance fee for each committee meeting chaired, other than executive.....	\$ 1,200
Attendance fee for committee meetings, other than executive.....	\$ 750

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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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

Joe E. Beverly, a director and former Vice Chairman of the Board of Synovus, Commercial Bank, a banking subsidiary of Synovus, and Synovus are parties to a Retirement Agreement pursuant to which Mr. Beverly was paid \$63,000 by Commercial Bank for serving as its Chairman and pursuant to which Mr. Beverly was paid \$24,000 by Synovus for providing consulting and advisory services relating to Synovus' affiliate banks during 2003.

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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 20 members, which is the number authorized by Synovus' shareholders. 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 2004 Annual Meeting, the terms of office of the Class II directors expire at the 2005 Annual Meeting and the terms of office of the Class III directors expire at the 2006 Annual Meeting. Proxies cannot be voted at the 2004 Annual Meeting for a greater number of persons than the number of nominees named.

NOMINEES

There are seven directors, James H. Blanchard, C. Edward Floyd, Gardiner W. Garrard, Jr., V. Nathaniel Hansford, Alfred W. Jones III, H. Lynn Page and James D. Yancey, who have been nominated by the Corporate Governance and Nominating Committee and approved by the Board for submission to the shareholders for reelection for terms expiring in 2007. In addition, there are five directors, Frank W. Brumley, Elizabeth W. Camp, T. Michael Goodrich, J. Neal Purcell and William B. Turner, Jr., who have been nominated to stand for election as directors for terms expiring in 2006. These directors were each elected by Synovus' Board to fill vacant Board seats and are being submitted to Synovus' shareholders as nominees for the first time at the 2004 Annual Meeting.

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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.

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 Classifi- cation	Year First Elected Director	Principal Occupation and Other Information
------	-----	--	--------------------------------------	---

Daniel P. Amos