



FIFTH THIRD

Stock Ownership and Retention Policy for Executives and Directors

Owner: Executive Compensation

Date: June 2025

General Purpose: To align the long-term interests of senior executives ("Executives") and non-employee directors ("Directors") with those of the Company's shareholders and to help mitigate potential risk-taking behaviors.

Policy: The following minimum ownership levels apply to executives based on their assigned salary band:

Executive Level	Multiple of Base Salary
CEO (Pay Band A)	6x
Enterprise Executives (Pay Band B)	3x
Other Section 16 Officers (Pay Band C)	2x

Directors are required to maintain a share ownership level equal to at least six times (6x) their annual cash retainer amount, not including fees payable for committee service.

The value of shares owned will be calculated based upon NASDAQ's average closing price for a share of the Company's common stock for the previous thirty calendar days.

Timing: Executives and Directors have up to five years from the date of appointment to achieve the minimum share ownership levels highlighted above. Once the minimum share ownership levels are met, individuals must maintain the required ownership amounts.

Incremental Ownership Requirements for Executives: Executives designated as Section 16 officers are required to retain 75% of net, after tax shares received from stock appreciation right exercises and restricted stock unit and performance share award vestings until the minimum ownership levels are met. Once minimum ownership levels are met, executives must retain 25% of net, after tax shares until two times the minimum ownership levels are met.

What Shares Count Toward Satisfying the Stock Ownership Requirements: Ownership will include shares owned individually and by immediate family members (as defined by SEC rules and regulations), restricted stock not yet vested, and shares held in the employee stock purchase plan.

Ownership does not include unvested stock options, stock appreciation rights and/or performance shares.

Please note that all shares obtained from awards made under any one of Fifth Third's Incentive Compensation Plans apply to this requirement, regardless of when an individual became an Executive or a Section 16 officer.

Periodic Reviews: Ownership is generally reviewed with the Human Capital and Compensation Committee of the Fifth Third Bancorp Board of Directors on an annual basis during its June meeting.

Key Terms: "Executive" for this policy purpose is Salary Band A and B and Section 16 Salary Band C