



Stock Ownership and Retention Policy for Executives and Directors

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 guidelines apply to executives based on their assigned salary band:

Executive Level	Multiple of Base Salary
CEO (Pay Band A)	6x
Enterprise Executives (Pay Band B1)	3x
Other Executives (Pay Band B2)	2x
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.

If an Executive or Director falls below the applicable multiple due solely to a decline in the value of shares of Company stock, such Executive or Director will not be required to acquire additional shares to meet the applicable multiple, but he or she will be required to retain all shares then held until such time as the individual again attains the target multiple.

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

Incremental Ownership Requirements for Executives: Executives not designated as Section 16 officers are required to retain 50% of the net after tax shares received from stock appreciation right exercises and restricted stock vests until the ownership guidelines are met. Executives designated as Section 16 officers are required to retain 100% of net after tax shares received from stock appreciation right exercises and restricted stock vests until the ownership guidelines 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, shares held in the 401(k) plan, shares held in the employee stock purchase plan and shares held in the nonqualified deferred compensation 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.

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