

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE JOINT COMMITTEE
OF THE
BOARDS OF DIRECTORS OF FIFTH THIRD BANCORP
AND
FIFTH THIRD BANK, NATIONAL ASSOCIATION**

I. AUTHORITY AND MEMBERSHIP

The Nominating and Corporate Governance Joint Committee (the “Committee”) shall be a joint committee of the Boards of Directors (collectively, the “Board of Directors” and each member, a “Director”) of Fifth Third Bancorp (the “Corporation”) and of Fifth Third Bank, National Association, a national banking corporation (the “Bank”).

A. Appointment and Removal

The members of the Committee are appointed annually and as vacancies or newly created positions occur by the Board of Directors of the Corporation on the recommendation of the Committee.

The members of the Committee shall serve until their successors are duly elected by the Board of Directors, or until their earlier death, resignation or removal. Members of the Committee may be removed by the Board of Directors at any time.

B. Constitution of the Committee

The Committee shall be comprised of three or more directors of the Corporation. At least three members of the Committee must be directors of the Bank.

C. Qualifications of Committee Members

Committee members must fully satisfy the independence and qualification requirements applicable to Nasdaq Global Select Market issuers or such other exchange or system upon which the Corporation’s securities are listed, quoted, and/or traded as well as any standards of independence or qualifications applicable to the Corporation as prescribed by federal or state banking, securities, corporate, tax or other laws, rules, or regulations.

Director’s fees are the only compensation that a Committee member may receive directly or indirectly from or on behalf of the Corporation.

Determinations of qualifications, including independence, shall be made by the Board of Directors of the Corporation and the Committee as the Board of Directors and the Committee interpret such qualifications in their business judgment and in accordance with applicable law and regulation and Nasdaq Global Select Market standards.

D. Committee Leadership

The Chair of the Committee (the "Committee Chair") shall be appointed by the Board of Directors and shall preside at all meetings of the Committee at which he/she is present. In the absence of the Committee Chair, the Committee Chair may appoint one of the members of the Committee to preside at the meeting or one of the members present shall be chosen by the members of the Committee present to preside at the meeting.

E. Quorum

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. In the absence of a quorum, a majority of the members of the Committee present may adjourn any meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given other than by announcement at the meeting that it is being adjourned.

F. Authority Vested in the Committee

The Committee has the sole authority, to the extent it deems necessary or appropriate in its sole discretion, to retain and terminate independent legal, accounting or other advisors and/or executive or other search firms, without consulting or obtaining the approval of any officer of the Corporation or the Bank in advance. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Corporation to provide the Committee with the support of one or more Corporation employees to assist it in carrying out its duties. The Corporation shall provide for appropriate funding, as determined solely by the Committee, for payment of compensation to any advisors or search firms employed by the Committee. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee.

II. PURPOSE OF THE COMMITTEE

The Committee's primary purposes are to:

- Review and evaluate the size, composition, function, and duties of the Board of Directors consistent with its needs;
- Develop and recommend to the Board of Directors corporate governance policies and guidelines for the Corporation, including criteria for the selection of candidates to the Board of Directors and its committees and identify individuals qualified to become director and committee member candidates consistent with such criteria;
- Nominate directors for election to the Board of Directors and address other related matter as may be required by federal securities laws and recommend appointment to committee membership;

- Make recommendations to the Board of Directors as to determinations of director independence;
- Review the Corporation's actions in furtherance of corporate stewardship opportunities and responsibilities, including the impact of Corporation procedures and processes on employees, citizens, stakeholders, and communities;
- Develop and make recommendations to the Board of Directors regarding the Corporate Governance Guidelines and Code of Business Conduct and Ethics.

III. RESPONSIBILITIES OF THE COMMITTEE

A. Charter Review

- Review and reassess the adequacy of this Charter annually and recommend to the Board of Directors of the Corporation any proposed changes to this Charter.
- Publicly disclose this Charter and any such amendments at the times and in the manner required by the SEC and/or any other regulatory body or stock exchange having authority over the Corporation, and in all events post such Charter and amendments to the Corporation's website.

B. Corporate Governance Policies

- Recommend to the Board of Directors policies to enhance the effectiveness of the Board of Directors, including the size and composition of the Board of Directors, the frequency and structure of meetings of the Board of Directors, the frequency, structure and guidelines for calling executive sessions of independent directors, procedures for meetings of the Board of Directors, including distribution of meeting materials, and the formation of new committees of the Board of Directors.
- As appropriate, review the Corporation's inclusion and engagement initiatives, and provide guidance to the Board of Directors and management on these matters.
- Create and review at least annually, the corporate governance policies of the Corporation, including Corporate Governance Guidelines, and Code of Business Conduct and Ethics and the Government Affairs Policy, to ensure that they are appropriate for the Corporation and comply with applicable laws, regulations and listing standards, and to recommend any desirable changes to the Board of Directors.
- Perform any tasks assigned to the Committee in the Corporation's Corporate Governance Guidelines.

- Oversee compliance with the Corporation's Corporate Governance Guidelines and report on such compliance to the Board of Directors. The Committee shall also review and consider any request for waivers of the Corporation's Corporate Governance Guidelines for its directors, executive officers, and other senior financial officers, and shall make a recommendation to the Board of Directors with respect to such request for a waiver.
- Review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.
- Review and advise the Board of Directors from time to time with respect to the governance structure of the Corporation.

B. Board Membership

- Investigate and assess the backgrounds and skills required of members of the Board of Directors and those of potential candidates for membership on the Board of Directors.
- Search for, identify, and nominate candidates to be presented to the shareholders for election or to the Board of Directors for appointment to fill vacancies accordingly. In making its recommendations for Board membership, the Committee shall:
 - Review candidates' qualification for membership on the Board of Directors (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board of Directors;
 - Periodically review the composition of the Board of Directors in light of the current challenges and needs of the Board of Directors, the Corporation, the Bank and each committee, and determine whether it may be appropriate to add or remove individuals after considering relevant skillsets and attributes identified by the Board of Directors;
 - Periodically review, as appropriate, the service of all directors on the boards of other public companies with considerations to the substantial time commitment required of directors and relevant director overboarding policies and make such recommendations to the Board of Directors as it may deem advisable; and
 - Consider any other factors that are set forth in the Corporation's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board of Directors.
- Consider candidates recommended by the Corporation's shareholders in accordance with the procedures set forth in Corporation's annual proxy statement.
- Establish training and orientation programs for all new members of the Board of Directors.

- Recommend to the Board of Directors standards for determining director independence and other qualifications consistent with the requirements applicable to Nasdaq and other legal or regulatory requirements.
- Review tendered resignations of any nominee for Director who receives a greater number of votes “against” than votes “for” his or her election in an uncontested election and recommend to the Board of Directors whether to accept or reject such resignation; review for appropriateness of continued Board service the resignation of a Director who changes his or her principal occupation, position or responsibility from that held when elected to the Board of Directors and recommend to the Board of Directors whether to accept or reject such resignation.
- Review whether a Director’s invitation to serve as a director of another for-profit company may unduly impact the ability of such Director to fulfill his or her responsibilities as a Director of the Corporation, and, if so, make a recommendation to the Board of Directors.

D. Committee Memberships

- Make membership recommendations to the Board of Directors and on the various committees of the Board of Directors (considering the qualifications for membership on each committee), including the enhanced independence, financial literacy, and financial expertise standards that may be required under law or Nasdaq rules for the Audit Joint Committee or other committee membership purposes.
- Recommend to the Board of Directors such changes to the committee structure and committee functions as it deems advisable, including rotations of committee members and chairs, as appropriate.
- Recommend committee members for chairs of such committees of the Board of Directors.
- Periodically review the composition of the Board committees in light of the current challenges and needs of the Board of Directors, the Corporation, the Bank and each committee and determine whether it may be appropriate to add or remove individuals after considering relevant skills and attributes identified by the Board of Directors.

E. Evaluation of the Board of Directors and Committees

- Review on at least an annual basis the Board of Director’s performance as a whole and each committee’s performance as a whole.

F. General

- Meet as often as the Committee or the Committee Chair determines, but not less than three times per year, with further actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee. No actions of the Committee may be taken by vote by proxy.
- As members, attend all meetings of the Committee, except in exigent circumstances.
- As appropriate, meet separately without management or with particular members of management only in executive session.
- Form and delegate authority to subcommittees when appropriate.
- Report to the Board of Directors of the Corporation on the Committee's activities at each meeting of the Board of Directors of the Corporation.
- Maintain minutes or other records of the Committee's meetings and activities.
- Annually review the performance of the Committee.
- Assist management in the preparation of the disclosure in the Corporation's annual proxy statement regarding director independence and the operations of the Committee.
- Oversee the Corporation's commitment to issues related to sustainability and monitor the Corporation's business strategy related to sustainability.
- As appropriate, review proposals submitted by the Corporation's shareholders for inclusion in the Corporation's proxy materials and recommend to the Board of Directors appropriate action.
- As appropriate, hold separate session as either a committee of the Corporation or a committee of the Bank if necessary to address issues that are relevant to one entity but not the other or to consider transactions or other matters where the Corporation and the Bank may have different interests.
- Exercise such other powers and authority as the Board of Directors shall, from time to time, confer upon it.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Corporation whom the Committee member reasonably believes to be reliable and competent in the matters presented;

- Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board of Directors as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.