

**CHARTER
OF THE
TECHNOLOGY COMMITTEE
OF THE
BOARDS OF DIRECTORS
OF FIFTH THIRD BANCORP
AND OF FIFTH THIRD BANK, NATIONAL ASSOCIATION**

I. AUTHORITY AND MEMBERSHIP

The Technology Committee (the “Committee”) shall be a joint committee of the Boards of Directors (the “Boards of Directors”) of Fifth Third Bancorp, an Ohio corporation (the “Corporation”), and Fifth Third Bank, National Association, a national banking corporation (the “Bank” and, collectively with the Bank, the “Corporation”).

A. Appointment and Removal

The members of the Committee are appointed annually and as vacancies or newly created positions occur by the Boards of Directors of the Corporation and the Bank on the recommendation of the Nominating and Corporate Governance Committee.

The members shall serve until their successors are duly elected by the Boards of Directors of the Corporation and the Bank or until their earlier death, resignation or removal. Members of the Committee may be removed by the Boards of Directors of the Corporation and the Bank 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.

The Committee’s membership shall be such that, in the judgment of the Corporation’s Nominating and Corporate Governance Committee, it has the experience, expertise and judgment necessary to evaluate the information and reports presented to the Committee by management with respect to the responsibilities under this Charter.

C. Committee Leadership

The Chair of the Committee shall be appointed by the Board of Directors of the Corporation and the Bank and shall preside at all meetings of the Committee at which he/she is present. In the absence of the Chair of the Committee, the Chair of the Committee 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.

D. 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.

E. Authority Vested in Committee

The Committee has the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain independent technology, risk management, legal, accounting or other advisors, without consulting or obtaining the approval of any officer of the Corporation in advance. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Corporation and/or the Bank to provide the Committee with the support of one or more Corporation and/or Bank employees to assist it in carrying out its duties. The Corporation and/or the Bank shall provide for appropriate funding, as determined solely by the Committee, for payment of compensation to any advisors employed by the Committee. The Committee may request any officer or employee of the Corporation and/or the Bank 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 purpose is to assist the Boards of Directors in their oversight of technology and innovation strategies, plans and operations, related to information security, cybersecurity, and data privacy and third party technology risk management.

III. RESPONSIBILITIES OF THE COMMITTEE

A. Charter Review

- Review and reassess the adequacy of this Charter annually and recommend to the Boards any proposed changes to this Charter; and
- Publicly disclose the 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. Technology and Innovation

- Receive reports from members of management, as and when appropriate, on the Corporation's technology and innovation strategy and operations, including significant investments and related progress, and trends that may affect such strategy and operations.

- Receive reports from members of management, as and when appropriate, on the Corporation's strategies for capitalizing on industry changes and new distribution channels for products and services created by digital technologies.
- Receive reports from members of management, as and when appropriate, on any relevant technology and innovation metrics.
- Receive reports on the Corporation's technology and operational resiliency planning and process.
- Review, as and when appropriate, the Corporation's technology and innovation strategy and operations and associated expenditures for the Corporation and its business segments.
- Review and, as appropriate, make recommendations to the Boards regarding significant investments in support of the Corporation's technology and innovation strategy and operations.
- Review or discuss, as and when appropriate, the Corporation's technology policies, standards, and controls, including, technology and operational resiliency programs.

C. Information, Cybersecurity and Data Privacy Risk Management

- Receive, review, and discuss reports from members of management, as and when appropriate, including, but not limited to, the Chief Information Officer, the Chief Risk Officer, the Chief Information Security Officer, Chief Data Officer, and other officers or employees as appropriate, regarding the Corporation's practices, management and functioning of technology operations and information security, cybersecurity and data privacy risks, including reports related to the assessment, analysis, and mitigation of related risk.
- Review or discuss, as and when appropriate, the Corporation's technology policies, standards, and controls.

D. Third Party Technology Strategy

- Receive reports from members of management, as and when appropriate, on the Corporation's third-party technology strategy, including information on critical risks and metrics relating thereto.
- Review and provide oversight of the Corporation's third party technology strategy.

E. Coordination with Management and Other Board Committees

- Coordinate with management, including the Chief Risk Officer, and with the Audit and Risk and Compliance Committees (which coordination may be through the Committee Chairs) to help ensure that these Committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk management and risk assessment guidelines and policies.

- Specifically, in addition to any other communication, on at least a semi-annual basis, the Committee shall provide reports to the Joint Risk and Compliance Committee the significant activities undertaken by the Committee involving its oversight of technology, information, cybersecurity and data privacy related risks and related policies in support of the Risk and Compliance Committee's overall responsibility and oversight of the Corporation's risk management framework. The Committee may meet in joint sessions with other committees of the Board *from* time to time to discuss areas of common interest and material matters.
- Receive reports, as necessary and appropriate, from the Chief Audit Officer and/or the Corporation or Bank's independent auditors regarding the results of assessments and reviews of technology related risk management, governance and oversight as well as internal control systems and processes.

F. General

- Meet as often as the Committee or the Committee Chair determines, but not less frequently than quarterly, 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.
- Members should 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.
- 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.
- Report to the full Board of Directors on the Committee's activities at each meeting of the Board of Directors of the Corporation and the Bank.
- Maintain minutes or other records of the Committee's meetings and activities.
- Form and delegate authority to subcommittees or members when appropriate.
- Exercise such other powers and authority as the Board of the Corporation shall, from time to time, confer upon it.
- Annually review the performance of the Committee.

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 and/or the Bank 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 of the Corporation and/or the Bank as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.