

Fifth Third Bancorp Government Affairs Policy

As a financial holding company, Fifth Third Bancorp (the “Company”) is subject to significant government regulation. Risks generated by new, complex, and evolving legislative and regulatory requirements impact nearly every aspect of its operations. As a result, the Company’s customers, employees and shareholders have a measurable stake in the outcome of certain public policy discussions. To mitigate this risk and work toward favorable outcomes, the Company participates in the public policy process through its government affairs program. The government affairs program is designed to give the Company a coordinated voice in public policy through a partnership between the Government Affairs team (“Government Affairs”) and leaders throughout the Company utilizing the following:

Advocacy

The Government Affairs team resides in the Legal Department reporting to the Chief Legal Officer. The Company employs government affairs professionals to design and implement advocacy strategies for the Company at the local, state and federal levels. The government affairs professionals are registered lobbyists and the disclosure of federal lobbying activity occurs via the U.S Congress and can be viewed at lobbyingdisclosure.house.gov/index.html. Similarly, disclosure of non-federal lobbying activity is provided to appropriate local and state agencies as required by law.

- **Legislative Lobbying**
Lobbying activity generally includes traditional legislative lobbying and advocacy efforts. Traditional lobbying focuses on the activities of legislatures, with the goal of influencing legislative and budgetary issues. Activities include researching and analyzing legislation, monitoring and reporting on recent developments, and attending congressional, state legislative or regulatory meetings.
- **Regulatory Lobbying**
The federal government and many states have extended the term “lobbying activity” to cover efforts to influence rulemaking by executive branch agencies and other actions taken by government agencies. This includes an agency’s decision to enter into a contract or other financial arrangement.
- **Government Procurement**
The focus of procurement lobbying is developing business relationships with the government and specific government agencies.

Occasionally, the Government Affairs team sponsors political events such as hosting officials to discuss policy at a Company function, political fundraisers and “grassroots” lobbying efforts (a letter-writing campaign about legislation that affects our Company, for example). Employees outside of Government Affairs may not arrange such political events, use the Company name to

solicit political contributions or engage in other political activities on behalf of the Company. All Company-sponsored political activity (including using Company facilities for political meetings or events) must be pre-approved by and managed through Government Affairs, with guidance from our Legal Department, and must comply with our Code, the Anti-Corruption Policy-Firmwide, other Company policies and applicable laws.

Meetings with government officials and lobbying activities require preclearance and acknowledgment by Government Affairs.

Except for sales calls, regulatory meetings or research contacts, all official Fifth Third meetings with government officials must be precleared with Government Affairs.

Employees may not engage in lobbying activities on behalf of the company without approval from Government Affairs. The only exception is lobbying governmental agencies regarding decisions about specific contracts or other financial arrangements. In addition, you should not engage outside lobbying organizations or government affairs consultants without the prior approval and oversight of Government Affairs. Even if you don't have direct contact with a government official, the assistance you give to an employee who does lobby a government official can count as lobbying activity under certain circumstances.

Fifth Third Bancorp Political Action Committee

Another aspect of the Company's government affairs program is the Fifth Third Bancorp PAC (the "PAC") (Federal Election Commission ID# C00290502). The Company's Chief Legal Officer, or his or her designee, shall serve as treasurer of the PAC.

Funds in the PAC consist of voluntary personal contributions from eligible officers of the Company and its subsidiaries. Decisions on candidates to support via the PAC will be made by the Government Affairs team, in consultation with other government affairs professionals and, in many cases, the Company's corporate and affiliate leadership. Disclosure of PAC activity can be viewed at www.fec.gov. Disclosure of PAC activity at the local and state levels is provided to state election authorities in compliance with applicable law. No Company funds are contributed to the PAC.

Company Political Contributions to Influence the Outcome of Elections

To Candidates

The Company makes no corporate financial contributions to candidates for federal office, as such contributions are prohibited under federal law. Additionally, most state and local jurisdictions prohibit corporate contributions to candidates as well.

To Ballot, Levy and Other Campaign Committees

The Company's employees are approached from time to time by organizations seeking corporate financial support for ballot and levy issues as well as other campaign committees. This practice is especially prevalent in Ohio. The renewal of a local school district operating levy or a levy benefiting a local library are examples of such requests. The Company reviews these requests via discussion among Government Affairs and the Company's corporate and affiliate leadership to determine if the Company should support the measure by weighing the interests of the Company, the local community and the requesting entity. Where a request is deemed to merit support, and where corporate contributions for ballot measures or other campaign committees are authorized under applicable law, the Company makes a corporate contribution and discloses this contribution per applicable law. In Ohio, corporate contributions for ballot and levy issues as well as other campaign committees are subject to disclosure within thirty days of the date of the contribution, either to the Ohio Secretary of State or a local board of elections. Ohio's Secretary of State maintains a campaign finance database that may be found at: <http://www2.sos.state.oh.us/pls/cfgry/f?p=119:1:313944283657804::NO:1>.

Other Entities

On a limited basis the Company may consider requests for corporate support of entities organized under Sections 527 and 501(c)(4) of the Internal Revenue Code. Additionally, the Company may consider support of groups such as the Republican or Democratic Governors Associations, the Democratic or Republican Attorneys General Associations, certain trade associations or other similarly situated entities. Decisions on such contributions are made following discussion between the government affairs team and certain members of the Company's leadership, viewed through the lens of how such contributions advance the goal of mitigating public policy risk and achieving favorable outcomes for the Company.

Independent Expenditures

The Company does not currently have plans to make direct independent expenditures as part of its government affairs program. Should a situation warrant the Company making a direct independent expenditure, such decision would be reviewed and approved by the government affairs team and certain members of the Company's leadership.

Public Disclosure

Beginning in calendar year 2014, a report on PAC and Company corporate contributions and other spending to influence the outcome of elections ("Political Contribution Reports") will be posted semi-annually in July and January on the Company's website at www.53.com under "About Fifth Third," in the Corporate Governance Section.

The Political Contributions Reports will disclose:

1. Any contributions made from the Company's corporate funds to:
 - political candidates or their committees;

- political parties or their committees;
 - levy committees;
 - ballot measure or other campaign committees;
 - 527 groups, 501(c)(4) groups, and other similar tax-exempt organizations whose primary purpose includes political activities;
 - the non-deductible portion of annual payments (including dues and special payments) made by the Company to trade associations (when the total annual payments exceed \$50,000 and to the extent such non-deductible portion is known by the Company and provided by the trade association); and
 - direct independent expenditures, if any.
2. Any contributions made by the PAC.

Oversight

The Nominating and Corporate Governance Committee of the Fifth Third Bancorp Board of Directors shall review and reassess the adequacy of this policy annually along with the semi-annual Political Contribution Reports for the previous year and shall consider and make any desired changes to this policy as it deems necessary or prudent.