

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Fifth Third Bancorp		31-0854434	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Investor Relations	866-670-0468	ir@53.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
38 Fountain Square Plaza		Cincinnati, OH 45263	
<b>8</b> Date of action		<b>9</b> Classification and description	
February 1, 2026		Reorganization pursuant to IRC Section 368(a)	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
See attachment	N/A	FITB (NASDAQ) & CMA (NYSE)	N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Please see attachment

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Please see attachment

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Please see attachment

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **Please see attachment**

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ **Please see attachment**

Blank lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **Please see attachment**

Blank lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ APC/17/20 Date ▶ 3/17/2026

Print your name ▶ **Albert Cliffler** Title ▶ **Corporate Tax Director**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

**Fifth Third Bancorp, as acquiror of Comerica Incorporated**  
**EIN 31-0854434**  
**Attachment to Form 8937**

**Form 8937, Part I, Item 10. CUSIP Number:**

Fifth Third Bancorp – common stock NASDAQ: FITB 316773100

Comerica, Inc. – common stock NYSE: CMA 200340107

**Form 8937, Part II, Item 14. Description of the Organizational Action:**

On February 1, 2026 pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of October 5, 2025, among Fifth Third Bancorp ("Fifth Third"), Fifth Third Financial Corporation, Comerica Incorporated ("Comerica"), and Comerica Holdings Incorporated, Comerica merged with and into Fifth Third Financial Corporation, with Fifth Third Financial Corporation being the surviving entity (the "Merger").

As a result of the Merger, each outstanding share of Comerica common stock, except for shares of Comerica common stock owned by Comerica or Fifth Third (in each case other than shares of Comerica common stock (i) held in trust accounts, managed accounts, mutual funds and the like or otherwise held in a fiduciary or agency capacity that are beneficially owned by third parties, or (ii) held, directly or indirectly, by Comerica or Fifth Third in respect of debts previously contracted), was converted into the right to receive 1.8663 Fifth Third common shares.

**Form 8937, Part II, Items 15 & 16. Quantitative Effect and Calculation of the Change in Basis:**

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders.

The Merger was intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Thus, the aggregate tax basis of the shares of Fifth Third common stock received in the Merger (including any fractional share interests in Fifth Third common stock deemed received and exchanged for cash, as discussed below) will be the same as the aggregate tax basis of the Comerica common stock for which it is exchanged. A holder of Comerica common stock who receives cash instead of a fractional share of Fifth Third common stock will generally be treated as having received the fractional share pursuant to the Merger and then as having sold to Fifth Third that fractional share of Fifth Third common stock for cash. As a result, a holder of

Comerica common stock will generally recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional share of Fifth Third common stock.

The holding period for any Fifth Third common stock received in the Merger (including any fractional shares deemed received and exchanged for cash) will include the holding period of Comerica common stock surrendered in the Merger.

**Form 8937, Part II, Items 17 & 18. List of Applicable Internal Revenue Code Sections and Subsections:**

The Merger was intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code. In general, the federal income tax consequences to holders of Comerica common stock are determined under Sections 354, 356, 358 and 1221 of the Code. Holders of Comerica common stock generally must recognize gain (but not loss), pursuant to Section 356 of the Code, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the amount of cash and fair market value of the shares of Fifth Third common stock received in the Merger over the stockholder's adjusted basis in its shares of Comerica common stock surrendered, as determined pursuant to Sections 1001 and 1011 of the Code) and (2) the amount of cash received pursuant to the Merger (excluding any cash received in lieu of a fractional share of Fifth Third common stock).

A U.S. holder of Comerica common stock who receives cash in lieu of a fractional share of Fifth Third common stock in the Merger generally will be treated as having received such fractional share in the Merger and then as having received cash in redemption of such fractional share, and may recognize loss as a result of such redemption.

**Form 8937, Part II, Item 19. Other Information:**

The Merger and resulting stock exchange was effective as of February 1, 2026. For a holder of Comerica common stock who is a calendar year taxpayer, the reportable tax year is 2026.

## Tax Impact Examples - Comerica Acquisition

### *Examples of tax implications for former holders of Comerica*

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#### *Common Stock*

**The information contained herein and examples being provided below are illustrative and are being provided as a convenience to stockholders and their tax advisors when establishing their specific tax position. This information is not required to be provided by the Internal Revenue Code or any applicable rules of the Securities Exchange Commission. The information includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger (as defined below) on the tax basis of Fifth Third common stock received in the Merger in exchange for Comerica common stock. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. Fifth Third does not provide tax advice to its stockholders. You should consult your tax advisor regarding the particular consequences of the Merger to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws. You also are urged to read the Registration Statement that Fifth Third filed with the Securities and Exchange Commission on November 25, 2025, specifically the section under the heading "Material United States Federal Income Tax Consequences of the Merger" (available at: <https://www.sec.gov/Archives/edgar/data/35527/000119312525297171/d942117d424b3.htm>).**

On February 1, 2026 pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of October 5, 2025, among Fifth Third Bancorp ("Fifth Third"), Fifth Third Financial Corporation, Comerica Incorporated ("Comerica"), and Comerica Holdings Incorporated, Comerica merged with and into Fifth Third Financial Corporation, with Fifth Third Financial Corporation being the surviving entity (the "Merger").

At the closing of the Merger, each outstanding share of Comerica common stock, except for shares of Comerica common stock owned by Comerica or Fifth Third (in each case other than shares of Comerica common stock (i) held in trust accounts, managed accounts, mutual funds and the like or otherwise held in a fiduciary or agency capacity that are beneficially owned by third parties, or (ii) held, directly or indirectly, by Comerica or Fifth Third in respect of debts previously contracted), was converted into the right to receive 1.8663 Fifth Third common shares.

Gain or loss should be determined separately for each identifiable block of Comerica stock having a common tax basis. Losses from one block cannot be utilized to offset gains from another block.

The aggregate tax basis of the Fifth Third common stock received in the Merger (including any fractional share interests in Fifth Third common stock deemed received and exchanged for cash, as discussed below) will be the same as the aggregate tax basis of the Comerica common stock for which it is exchanged, decreased by the amount of cash received in the Merger (excluding any cash received instead of fractional share interests in Fifth Third common stock), and increased by the amount of gain recognized on the exchange, excluding any gain recognized with respect to fractional share interests in Fifth Third common stock for which cash is received, as discussed below.

A holder of Comerica common stock who receives cash instead of a fractional share of Fifth Third common stock will generally be treated as having received the fractional share pursuant to the Merger and then as having sold to Fifth Third that fractional share of Fifth Third common stock for cash. As a result, a holder of Comerica common stock will generally recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional share of Fifth Third common stock.

The following is an **example** of how the basis determination would be applied and resulting gain recognized:

Shares of Comerica common stock owned:	<b>250</b>
Comerica stockholder's aggregate adjusted basis (assumes cost basis of \$65 per share)	<b>\$16,250.00</b>
Whole shares of Fifth Third common stock received in the Merger (250 shares of Comerica multiplied by the ratio of 1.8663 and rounding down the product thereof; $250 \times 1.8663 = 466.575$ ):	<b>466.00</b>
Number of fractional shares of Fifth Third common stock for which cash is paid:	<b>0.575</b>
FMV per share of Fifth Third shares received*:	<b>\$50.31</b>
FMV of the total stock consideration received (i.e. Fifth Third shares received in exchange for Comerica shares, including fractional shares of Fifth Third common stock deemed received) (FMV per share multiplied by total shares deemed received; $\$50.31 \times 466.575$ ):	<b>\$23,473.39</b>
Cash consideration received in exchange for Fifth Third common stock pursuant to the Merger (250 total shares $\times$ \$0.00 in cash per share):	<b>\$0.00</b>

Total Merger Consideration (cash consideration plus FMV of total stock consideration; \$0.00 + \$23,473.39):	<b>\$23,473.39</b>
Realized gain (total Merger Consideration received minus aggregate adjusted tax basis; \$23,473.39 - \$16,250.00):	<b>\$7,223.39</b>
Recognized gain (lesser of realized gain or cash consideration received):	<b>\$0.00</b>
Aggregate tax basis of Fifth Third common stock received, including fractional shares deemed received (aggregate tax basis in Comerica Shares minus cash received [excluding cash received in lieu of a fraction share of Fifth Third common stock] plus recognized gain; \$16,250.00 - \$0.00 + \$0.00):	<b>\$16,250.00</b>
Tax basis per share of Fifth Third common stock received, including fractional shares deemed received (aggregate basis divided by total shares deemed received - \$16,250.00 / 466.575):	<b>\$34.8282698</b>
Aggregate basis in whole shares of Fifth Third common stock received (466 x \$34.8282698)	<b>\$16,229.97</b>
Tax basis in fractional share deemed sold (fractional share multiplied by tax basis per share; .575 x \$34.8282698):	<b>\$20.03</b>
Cash received in deemed sale of-fractional share (fractional share multiplied by FMV* per share; .575 x \$50.31):	<b>\$28.93</b>
Recognized gain on fractional share deemed sold (cash in lieu minus tax basis in fractional share; \$28.93 - \$20.03):	<b>\$8.90</b>

\* There are several possible methods for determining the fair market values of Fifth Third common stock and Comerica common stock. One possible approach is to utilize the NASDAQ market closing prices on January 30, 2026, the closing date of the merger, for Fifth Third (\$50.22 per share) and for Comerica (\$88.67 per share). Other approaches to determine fair market value may also be possible. You should consult your tax advisor to determine the appropriate method. Pursuant to the merger agreement, for purposes of calculating the cash in lieu of fractional shares only, the average closing price of Fifth Third common shares on NASDAQ for the five full trading days ending on the trading day immediately prior to the closing date of the Merger was used as FMV (\$50.31 per share).