

FIFTH THIRD BANCORP

Non-Retaliation Policy for Employees Who Report Potential Violations

The following policy has been approved and adopted by Fifth Third Bancorp. Unless the context otherwise requires, all references to Fifth Third in these guidelines shall refer to Fifth Third Bancorp, its subsidiaries and affiliates.

Fifth Third is committed to providing a workplace conducive to open discussion of its business practices. Fifth Third will comply with all applicable laws that protect employees against unlawful discrimination or retaliation by Fifth Third as a consequence of an employee's good faith actions in lawfully reporting information regarding, or participating in investigations involving, illegal activities, questionable accounting matters, conflicts of interest, public disclosures and/or other violations of federal or state law by the Company or its agents, all as more fully described in this policy.

All Fifth Third directors, officers and employees are required to report, to cause to be reported, and to assist in any investigation by any law enforcement or regulatory agency or other persons legally authorized or responsible for such matters, the following:

- Illegal or fraudulent activity including, without limitation, bank fraud, wire fraud, mail fraud, securities fraud and violation of any Securities and Exchange Commission or other federal law, rule or regulation relating to fraud against Fifth Third's shareholders;
- Questionable accounting, internal controls and auditing matters including, without limitation:
 - fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Fifth Third or any of its subsidiaries or affiliates;
 - fraud or deliberate error in the recording and maintenance of financial records of Fifth Third or any of its subsidiaries or affiliates;
 - deficiencies in or noncompliance with Fifth Third's internal accounting controls;
 - misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of Fifth Third or any of its subsidiaries or affiliates; or
 - deviation from full and fair reporting of Fifth Third's financial condition
- Conflicts of interest, dishonest or unethical conduct, or disclosures in Fifth Third's SEC reports, bank regulatory filings and other public disclosures that are not full, fair, accurate, timely and understandable;

- Violations of Fifth Third's Code of Business Conduct and Ethics; and/or
- Any other violations of laws, rules or regulations, including but not limited to employment discrimination laws.

Fifth Third encourages employees to submit good faith complaints and employees are expected to be truthful and cooperative in investigations of complaints. Fifth Third's policy prevents any employee who files, causes to be filed, testifies, participates in or otherwise assists in a proceeding filed or about to be filed regarding any of the above matters from being subject to disciplinary or retaliatory action by Fifth Third, its employees or agents for such activities (except for any disciplinary action for self reported violations). However, employees who file reports or provide evidence which they know to be false or who do not have a reasonable belief in the truth and accuracy of such information will not be protected by this policy. Employees must recognize that false accusations can have serious adverse effects on innocent employees. An employee who is determined to have knowingly made false accusations or who knowingly gives false information during an investigation may be subject to appropriate disciplinary action, including termination of their employment.

The Audit Committee of the Board of Directors of Fifth Third Bancorp has established a procedure by which confidential complaints regarding the above listed matters may be raised anonymously. Employees with concerns may report their concerns on a confidential or anonymous basis by calling Fifth Third's EthicsLine at 1-877-FOR-5353 (1-877-367-5353). Complaints submitted through this process will be presented to the Audit Committee on a regular, periodic basis.

If any employee believes that he or she has been subjected to any action that violates this policy, he or she may file a complaint with his or her own supervisor, Fifth Third's principal risk management officer, Fifth Third's Director of Human Resources, or Fifth Third's General Counsel. If it is determined that an employee has experienced any improper employment action in violation of this policy, such employee will be entitled to appropriate corrective action.