Form **8937**

(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

| Reporting | Issuer | : | • | |
|---|--|--|--|--|
| 1 Issuer's name. | | | 2 Issuer's employer identification number (EIN) | |
| Fifth Third Bancorp, as su | ccessor to MB Financi | 31-0854434 | | |
| | | Telephone No. of contact | 5 Email address of contact | |
| Investor Relations | | (513) 534-0629 | ir@53.com | |
| | P.O. box if mail is not de | livered to street address) of contact | 7 City, town, or post office, state, and ZIP code of contact | |
| | | | | |
| 38 Fountain Square Plaza | | _: _: | Cincinnati. Ohio, 45263 | |
| 8 Date of action | | 9 Classification and description | | |
| March 22, 2019 | | Reorganization pursuant to IRC Se | ction 368(a) | |
| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) | |
| See Attachment | N/A | FITB & MBFI (NASDAQ) | N/A | |
| | | additional statements if needed. So | ee back of form for additional questions. | |
| the action ► Please | | | ite against which shareholders' ownership is measured for | |
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| | tive effect of the organiz age of old basis ► <u>Plea</u> : | | rity in the hands of a U.S. taxpayer as an adjustment per | |
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| 16 Describe the calculate valuation dates ▶ ple | on of the change in basi ase see attachment | is and the data that supports the calcu | lation, such as the market values of securities and the | |
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| Part | n i | Organizational Action (continu | red) | | |
| | | | | | |
| 17 L | ist the | applicable Internal Revenue Code sed | ction(s) and subsection(s) upon wh | nich the tax treatment is based > | The applicable |
| Interna | Reve | nue Code Sections are 368(a) and 3 | 56(a)(1) | | |
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| 18 C | an an | resulting loss be recognized?▶ Ple | ase see attachment | | |
| | | | add ded accomment | | |
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| 19 P | rovide | any other information necessary to in | plement the adjustment, such as | the reportable tax year ▶ Please | see attachment |
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| | Unde | r penalties of perjury, I declare that I have | examined this return, including accom- | panying schedules and statements, | and to the best of my knowledge and |
| 6 <u>2</u> 823 | belief | , it is true, correct, and complete. Declarati | on of preparer (other than officer) is bar | sed on all information of which prepar | er has any knowledge. |
| Sign | | HOMINIO. | | ^ | . 17 - |
| Here | Signa | ature > 1 1 1 1 1 1 1 | | Date ► | 11 1+ 2019 |
| | | 11-41 | | | |
| | Print | your name ► Albert Cliffel | | Title ► Tax Direct | tor |
| Paid | | Print/Type preparer's name | Preparer's signature | Date | Check if PTIN |
| Preparer Use Only | | | | | self-employed |
| | | Firm's name ▶ | | | Firm's EIN ▶ |
| | | Firm's address ▶ | | | Phone no. |
| Send F | orm 80 | 37 (including accompanying statemer | ate) to: Department of the Treasure | Internal Payonus Sancias Oad | an LIT 84201 0054 |