### Part I Reporting Issuer

1. **Issuer's name**: Fifth Third Bancorp, as successor to MB Financial, Inc.
2. **Issuer's employer identification number (EIN)**: 31-0854434

<table>
<thead>
<tr>
<th>3. Name of contact for additional information</th>
<th>4. Telephone No. of contact</th>
<th>5. Email address of contact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investor Relations</td>
<td>(513) 534-0629</td>
<td><a href="mailto:ir@53.com">ir@53.com</a></td>
</tr>
</tbody>
</table>

6. **Number and street (or P.O. box if mail is not delivered to street address) of contact**: 38 Fountain Square Plaza, Cincinnati, Ohio, 45263

7. **City, town, or post office, state, and ZIP code of contact**: Cincinnati, Ohio, 45263

8. **Date of action**: March 22, 2019

9. **Classification and description**: Reorganization pursuant to IRC Section 368(a)

<table>
<thead>
<tr>
<th>10. CUSIP number</th>
<th>11. Serial number(s)</th>
<th>12. Ticker symbol</th>
<th>13. Account number(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>FITB &amp; MBEI (NASDAQ)</td>
<td>N/A</td>
</tr>
</tbody>
</table>

### 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 ➤ The applicable Internal Revenue Code Sections are 368(a) and 356(a)(1)

18 Can any resulting loss be recognized? ➤ Please see attachment

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

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.

Signature: [Signature]
Date: April 17, 2019

Paid Preparer Use Only

Print/Type preparer's name Preparer's signature Date Check □ if self-employed PTIN
Firm's name: [Firm's name]
Firm's address: [Firm's address]

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054