Fifth Third Bancorp

165(d) Tailored Resolution Plan:

Public Section

December 31, 2017

Submitted Pursuant to Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Federal Regulation 12 CFR Parts 243 and 381

Forward-Looking Statements

This document contains statements that we believe are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. They usually can be identified by the use of forward-looking language such as "will likely result," "may," "are expected to," "is anticipated," "estimate," "forecast," "projected," "intends to," or may include other similar words or phrases such as "believes," "plans," "trend," "objective," "continue," "remain," or similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "might," "can," "or similar verbs. You should not place undue reliance on these statements, as they are subject to risks and uncertainties, including but not limited to the risk factors set forth in our most recent Annual Report on Form 10-K, as amended from time to time by our Quarterly Reports on Form 10-Q. When considering these forward-looking statements, you should keep in mind these risks and uncertainties, as well as any cautionary statements we may make. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to us.

There are a number of important factors that could cause future results to differ materially from historical performance and these forward-looking statements. Factors that might cause such a difference include, but are not limited to: (1) general economic or real estate market conditions, either nationally or in the states in which Fifth Third, one or more acquired entities and/or the combined company do business, weaken or are less favorable than expected; (2) deteriorating credit quality; (3) political developments, wars or other hostilities may disrupt or increase volatility in securities markets or other economic conditions; (4) changes in the interest rate environment reduce interest margins; (5) prepayment speeds, loan origination and sale volumes, charge-offs and loan loss provisions; (6) Fifth Third's ability to maintain required capital levels and adequate sources of funding and liquidity; (7) maintaining capital requirements and adequate sources of funding and liquidity may limit Fifth Third's operations and potential growth; (8) changes and trends in capital markets; (9) problems encountered by larger or similar financial institutions may adversely affect the banking industry and/or Fifth Third; (10) competitive pressures among depository institutions increase significantly; (11) changes in customer preferences or information technology systems; (12) effects of critical accounting policies and judgments; (13) changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board (FASB) or other regulatory agencies; (14) legislative or regulatory changes or actions, or significant litigation, adversely affect Fifth Third, one or more acquired entities and/or the combined company or the businesses in which Fifth Third, one or more acquired entities and/or the combined company are engaged, including the Dodd-Frank Wall Street Reform and Consumer Protection Act; (15) ability to maintain favorable ratings from rating agencies; (16) failure of models or risk management systems or controls; (17) fluctuation of Fifth Third's stock price; (18) ability to attract and retain key personnel; (19) ability to receive dividends from its subsidiaries; (20) potentially dilutive effect of future acquisitions on current shareholders' ownership of Fifth Third; (21) declines in the value of Fifth Third's goodwill or other intangible assets; (22) effects of accounting or financial results of one or more acquired entities; (23) difficulties from Fifth Third's investment in, relationship with, and nature of the operations of Vantiv Holding, LLC; (24) loss of income from any sale or potential sale of businesses (25) difficulties in separating the operations of any branches or other assets divested; (26) losses or adverse impacts on the carrying values of branches and long-lived assets in connection with their sales or anticipated sales; (27) inability to achieve expected benefits from branch consolidations and planned sales within desired timeframes, if at all; (28) ability to secure confidential information and deliver products and services through the use of computer systems and telecommunications networks; and (29) the negotiation and (if any) implementation by Vantiv and/or Worldpay Group plc of the potential acquisition of Worldpay Group plc by Vantiv and such other actions as Vantiv and Worldpay Group plc may take in furtherance thereof; and (30) the impact of reputational risk created by these developments on such matters as business generation and retention, funding and liquidity.

You should refer to our periodic and current reports filed with the Securities and Exchange Commission, or "SEC," for further information on other factors, which could cause actual results to be significantly different from those expressed or implied by these forward-looking statements. Copies of those filings are available at no cost on the SEC's Web site at www.sec.gov or on our Web site at www.53.com. We undertake no obligation to release revisions to these forward-looking statements or reflect events or circumstances after the date of this document.

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Introduction

Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**") and the related rule (the "**Title I Rule**") require each bank holding company with consolidated assets in excess of $50 billion to periodically submit to the Board of Governors of the Federal Reserve System ("**Federal Reserve**") and the Federal Deposit Insurance Corporation (the "**FDIC**") a plan for that company's rapid and orderly resolution in the event of material financial distress or failure. Fifth Third Bancorp ("**Fifth Third**") is a bank holding company registered with the Federal Reserve with consolidated assets in excess of $50 billion. Therefore, Fifth Third is required to submit a resolution plan (the "**Resolution Plan**") under the Dodd-Frank Act and the Title I Rule.

In addition, to ensure that depositors receive prompt access to their insured deposits in the event of an insured depository institution's (an "**IDI**") failure and to enable the FDIC to perform its resolution functions most efficiently, the FDIC has adopted a separate rule (the "**IDI Rule**") requiring each IDI with $50 billion or more in total assets to periodically submit a resolution plan to the FDIC. Fifth Third Bank (the "**Bank**") has $50 billion or more in total assets and is consequently a covered insured depository institution ("**CIDI**") under the IDI Rule. Fifth Third Bank is therefore required to submit a resolution plan under the IDI Rule (the "**IDI Resolution Plan**"). A bank holding company with less than $100 billion in nonbank assets and where the IDI subsidiaries comprise at least 85 percent of total consolidated assets may file a "Tailored" resolution plan focused on nonbank operations. Fifth Third Bancorp has applied for and was approved to file a "Tailored Plan" as permitted under Section 165(d).

In the unlikely event of material financial distress or failure, the Resolution Plan provides for the resolution, under the Bankruptcy Code and other applicable insolvency regimes, of Fifth Third and its material entities, in a rapid and orderly way, without posing systemic risk to the larger financial system and without the need for any government or taxpayer support.

In conformance with the rules and guidance provided by the Federal Reserve and the FDIC, the Resolution Plan assumes an idiosyncratic material financial event that affects Fifth Third under economic conditions consistent with the severely adverse scenario provided by the Federal Reserve and published on February 10, 2017.

Unless otherwise indicated, information in this Public Summary is provided as of December 31, 2016.

Summary of Resolution Plan

This Resolution Plan presents a single strategy for the resolution of Fifth Third by leveraging the resolution of the Bank through an FDIC receivership prior to the initiation of Fifth Third's bankruptcy.

Fifth Third has a simple structure, with over 98% of its assets residing in the Bank. Additionally, the Bank has a very traditional commercial and retail banking operating model. This operating model and organizational structure have the following characteristics that Fifth Third believes are supportive of resolvability:

- The vast majority of Fifth Third's revenues and assets are held in the Bank.
- Fifth Third has four core business lines ("**CBLs**") which primarily engage in traditional banking activities, all of which are operated in the Bank.
- The Bank owns or leases all key facilities utilized by the CBLs and corporate shared services.
- Fifth Third conducts no critical operations as that term is defined in the Title I Rule.[1]
- Fifth Third's operations and employees are primarily located in the United States and the vast majority of revenues, profits, assets, and liabilities are related to Fifth Third's domestic operations.
- Fifth Third's overall risk management strategy incorporates the use of derivative instruments to reduce certain risks related to interest rate volatility. Fifth Third does not enter into unhedged speculative derivative positions.

While Fifth Third believes that its Resolution Plan provides strategies for its rapid and orderly resolution, Fifth Third continues to seek opportunities to enhance current processes and reporting capabilities, as well as to mitigate any impediments. When it is determined that changes are necessary, key stakeholders are assigned to review and provide appropriate updates. Responsible parties provide status updates until completed.

Fifth Third continues to evaluate actions that would improve its ability to be resolved under the Bankruptcy Code, the Federal Deposit Insurance Act (the "**FDIA**") and other applicable resolution regimes, including the following:

- **Governance Processes and Policies**. Fifth Third has adopted governance processes and policies that have the effect of making Fifth Third more resolvable. The Capital and Resolution Planning Group manages the maintenance of the Resolution Plan, under the guidance and supervision of the Chief Financial Officer (the "**CFO**") and Treasurer. Individuals throughout the organization are designated as functional group leads for each CBL and Critical Service ("**CS**"). Other support groups are identified for assistance with maintenance of the Resolution Plan as necessary. The draft versions and updated Resolution Plan are reviewed and approved by the various management governance committees, including the Resolution Planning Council, Capital Committee, and Enterprise Risk Management Committee. The Risk and Compliance Committee of the Board of

[1] The Title I Rule defines "critical operations" as "those operations of the covered company, including associated services, functions, and support, the failure or discontinuance of which, in the view of the covered company or as jointly directed by the [Board of Governors] and [FDIC], would pose a threat to the financial stability of the United States."

Directors and the full Board of Directors are updated on the progress of the Resolution Plan throughout the year, preview a draft of the Resolution Plan, and approve the final version.

- **Legal entity organizational structure simplification.** Fifth Third continues to evaluate opportunities for efficiency and simplification of the organizational structure. There were no impediments or weaknesses identified since the prior Resolution Plan, as the organization structure had no material changes. Substantially all personnel, facilities, systems, reports, and third-party contracts necessary for the continuation of the CBLs and Shared Services are located within the Bank, minimizing any operational complexities associated with a separation of the Bank from Bancorp and the non-bank affiliates. Fifth Third continually reviews and assesses the legal entity organizational structure to ensure simplification and promote resolvability.

Fifth Third is committed to resolution planning as a fundamental component of its corporate governance process and recognizes the value of resolution planning to support the financial stability of the United States. In the unlikely event of material financial distress or failure, Fifth Third believes that it is prepared for resolution and will continue to take appropriate steps to improve resolvability and identify opportunities or impediments that may arise and implement changes as needed.

A. The Names of Material Entities

For purposes of resolution planning, Fifth Third has identified three "material entities" ("**MEs**") under the Title I and IDI Rules. A material entity under the Title I Rule is any subsidiary that is significant to the activities of a critical operation or core business line (as defined below) of a covered company. A material entity under the IDI Rule is a company that is significant to the activities of a critical service or core business line (as defined below) of a CIDI. The Resolution Plan addresses strategies that could be useful in ensuring the orderly resolution of each material entity in the event of material financial distress or failure. The material entities are:

- Fifth Third Bancorp ("**Fifth Third**" or "**Bancorp**") is a bank holding company under the Bank Holding Company Act, as amended. Bancorp is incorporated in Cincinnati, Ohio and publicly traded on the NASDAQ under the ticker symbol FITB. Bancorp does not conduct any business or operational activities, but rather its primary purpose is to hold the stock of Fifth Third Financial Corporation and to supervise and coordinate the activities of its subsidiaries, including assisting in the management of funding by accessing the capital markets to issue debt and equity. It is the "covered company" under the Title I Rule.

- Fifth Third Financial Corporation ("**Financial Corp.**") is an intermediate bank holding company 100 percent owned by Bancorp. Financial Corp. is organized and headquartered in Cincinnati, Ohio, but it has no operating lines of business. Financial Corp.'s primary purpose is to hold the stock of various separate legal entities.

- Fifth Third Bank (the "**Bank**") is a regulated banking entity and an IDI that is 100 percent owned by Financial Corp. and headquartered in Cincinnati, Ohio. The Bank provides various banking services to its retail and commercial customers. These services include retail banking, consumer and commercial lending, and deposit gathering. As of Dec. 31, 2016, Fifth Third had $142 billion in assets and 1,191 full-service Banking Centers, and 2,495 ATMs in Ohio, Kentucky, Indiana, Michigan, Illinois, Florida, Tennessee, West Virginia, Georgia and North Carolina. Fifth Third operates four main CBLs: Commercial Banking, Branch Banking, Consumer Lending, and Wealth and Asset Management. All of the CBLs provide and record all material activities within the Bank. Fifth Third also has a 17.9%[2] interest in Vantiv Holding, LLC. Fifth Third is among the largest money managers in the Midwest and, as of December 31, 2016, had $315 billion in assets under care, of which it managed $31 billion for individuals, corporations and not-for-profit organizations through its Trust and Brokerage businesses.

Interconnectedness

Interconnectedness is a key consideration in evaluating the strategies and potential impediments to effective and efficient resolution of Fifth Third. Financial interconnectedness primarily arises due to funding and liquidity structures, and guarantees. Operational interconnectedness arises primarily between CBLs utilizing common/shared personnel, facilities, systems, intellectual property, and shared services. External interconnectedness exists with third parties who provide key services and functions to the Bank. Key instances of interconnectedness between the Bank and other Fifth Third entities are described below.

Financial interconnectedness at the Bank primarily arises due to guarantees and contractual arrangements. No critical points of interconnectedness exist with respect to funding and liquidity, as the primary source of funding for the Bank is deposits. Although the Bank provides guarantees on behalf of its subsidiaries, these financial relationships are within the Bank subsidiary structure and do not raise interconnectedness for the purposes of the Resolution Plan. Substantially all CBL activity is recorded in the Bank.

Operational interconnectedness arises primarily due to the CBLs utilizing shared personnel, facilities, systems, intellectual property, and services provided by affiliate entities. The Bank employs virtually all of the key employees identified across the CBLs and Critical Services. The Bank owns or leases all key facilities utilized by the CBLs and corporate shared services. All of the systems utilized by the Bank are owned or licensed by the Bank. Consequently, while operational interconnectedness does exist within Fifth Third, the relationships are all in favor of the Bank, as it does not need to rely on other non-bank entities for support to maintain its operations.

Consistent with the financial and operational interconnections, the external interconnections are also all primarily in favor of the Bank. The Bank contracts with all critical Outside Service Providers (the "**OSPs**") on which it depends on services to perform its activities.

B. Description of Core Business Lines

For purposes of resolution planning, CBLs are those business lines of the covered entities, including associated operations, services, functions, and support that upon failure would result in a material loss of revenue, profit, or franchise value to the organization. Fifth Third has identified four CBLs under the Title I and IDI Rules, which correspond to the four business segments across which Fifth Third reports its activities as summarized below.

[2] On August 7, 2017, Fifth Third Bancorp and Fifth Third Bank entered into a transaction agreement with Vantiv, Inc. and Vantiv Holding, LLC which reduced Fifth Third's interest in Vantiv Holding, LLC to approximately 8.6%.

Core Business Lines

Core Business Line	Description
Commercial Banking	Commercial Banking offers credit intermediation, cash management, and financial services to large and middle-market businesses, government, and professional customers. In addition to the traditional lending and depository offerings, Commercial Banking products and services include global cash management, foreign exchange and international trade finance, derivatives and capital markets services, asset-based lending, real estate finance, public finance, commercial leasing, and syndicated finance.
Branch Banking	Branch Banking provides a full range of deposit and loan products to individuals and small businesses through 1,191 full-service banking centers. Branch Banking offers depository and loan products, such as checking and savings accounts, home equity loans and lines of credit, credit cards, loans for automobiles, and other personal financing needs, as well as products designed to meet the specific needs of small businesses, including cash management services.
Consumer Lending	Consumer Lending includes the Bancorp's residential mortgage, home equity, automobile, and other indirect lending activities. Direct lending activities include the origination, retention, and servicing of residential mortgage and home equity loans or lines of credit, sales and securitizations of those loans, pools of loans or lines of credit, and all associated hedging activities. Indirect lending activities include extending loans to consumers through correspondent lenders and automobile dealers.
Wealth and Asset Management	Wealth and Asset Management provides a full range of investment alternatives for individuals, companies, and not-for-profit organizations. Wealth and Asset Management is made up of four main businesses: Fifth Third Securities ("**FTS**"), an indirect wholly-owned subsidiary of the Bancorp; ClearArc Capital, Inc., an indirect wholly-owned subsidiary of the Bancorp; Fifth Third Private Bank; and Fifth Third Institutional Services. FTS offers full-service retail brokerage services to individual clients and broker-dealer services to the institutional marketplace. ClearArc Capital, Inc. provides asset management services. Fifth Third Private Bank offers holistic strategies to affluent clients in wealth planning, investing, insurance, and wealth protection. Fifth Third Institutional Services provides advisory services for institutional clients including states and municipalities.

C. Consolidated Financial Information Regarding Assets, Liabilities, Capital, and Major Funding Sources

For detailed financial information with respect to Fifth Third, please refer to the annual, quarterly and current reports filed with the Securities and Exchange Commission (the "**SEC**") and available on the SEC's website at www.sec.gov, including the Annual Report on Form 10-K for the year ended December 31, 2016.

Consolidated Balance Sheets for Fifth Third Bancorp (Audited)

As of December 31 ($ in millions, except share data)		2016	2015
Assets			
Cash and due from banks	$	2,392	2,540
Available-for-sale and other securities		31,183	29,044
Held-to-maturity securities		26	70
Trading securities		410	386
Other short-term investments		2,754	2,671
Loans held for sale		751	903
Portfolio loans and leases		92,098	92,582
Allowance for loan and lease losses		(1,253)	(1,272)
Portfolio loans and leases, net		90,845	91,310
Bank premises and equipment		2,065	2,239
Operating lease equipment		738	707
Goodwill		2,416	2,416
Intangible assets		9	12
Servicing rights		744	785
Other assets		7,844	7,965
Total Assets	$	142,177	141,048
Liabilities			
Deposits:			
Noninterest-bearing deposits	$	35,782	36,267
Interest-bearing deposits		68,039	66,938
Total deposits		103,821	103,205
Federal funds purchased		132	151
Other short-term borrowings		3,535	1,507
Accrued taxes, interest and expenses		1,800	2,164
Other liabilities		2,269	2,341
Long-term debt		14,388	15,810
Total Liabilities	$	125,945	125,178
Equity			
Common stock	$	2,051	2,051
Preferred stock		1,331	1,331
Capital surplus		2,756	2,666
Retained earnings		13,441	12,358
Accumulated other comprehensive income		59	197
Treasury stock		(3,433)	(2,764)
Total Bancorp shareholders' equity	$	16,205	15,839
Noncontrolling interests		27	31
Total Equity		16,232	15,870
Total Liabilities and Equity	$	142,177	141,048

Capital

The Basel III Final Rule was effective for Fifth Third on January 1, 2015, subject to phase-in periods for certain of its components and other provisions. It established quantitative measures that assign risk weightings to assets and off-balance sheet items and also defined and set minimum regulatory capital requirements. The minimum capital ratios established under the Basel III Final Rule are 4.5% for the CET1 capital ratio, 6% for the Tier I risk-based capital ratio, 8% for the Total risk-based capital ratio and 4% for the Tier I Leverage ratio (Tier I capital to quarterly average consolidated assets). The Prompt Corrective Action provisions adopted by the U.S. banking agencies define "well-capitalized" ratios for CET1 capital, Tier I risk-based capital, Total risk-based capital, and Tier I leverage greater than or equal to 6.5%, 8%, 10% and 5%, respectively.

On January 1, 2016, Fifth Third became subject to a capital conservation buffer which will be phased in over a three-year period ending January 1, 2019. Once fully phased-in, the capital conservation buffer will be 2.5%

in addition to the minimum capital requirements, in order to avoid limitations on certain capital distributions and discretionary bonus payments to executive officers. The capital conservation buffer is 0.625% in 2016. The Bancorp exceeded these "well-capitalized" and "capital conservation buffer" ratios for all periods presented.

Fifth Third made a one-time permanent election to not include Accumulated Other Comprehensive Income ("**AOCI**") in regulatory capital in the March 31, 2015 FFIEC 031 and FR Y-9C filings. The Basel III Final Rule phases out the inclusion of certain TruPS as a component of Tier I capital. Under these provisions, these TruPS would qualify as a component of Tier II capital. At December 31, 2016, the Bancorp's Trust Preferred Securities ("**TruPS**") no longer qualified for Tier I capital, compared to $13 million, or 1 basis point of risk-weighted assets, which qualified as Tier I capital at December 31, 2015.

Management regularly reviews the Bancorp's capital levels to help ensure it is appropriately positioned under various operating environments. The Bancorp has established a Capital Committee which is responsible for making capital plan recommendations to management. These recommendations are reviewed by the Enterprise Risk Management Committee and the annual capital plan is approved by the Board of Directors. The Capital Committee is responsible for execution oversight of the capital actions of the capital plan.

Fifth Third's Capital Committee contemplates a wide range of risks that Fifth Third is exposed to and takes into consideration potential performance under a variety of stressed economic conditions, as well as regulatory expectations and guidance, rating agency viewpoints and the view of capital markets participants.

The following table provides information regarding the consolidated capital ratios for Bancorp and the Bank:

Capital Ratios

The following table summarizes the Bancorp's capital ratios as of December 31:

($ in millions)		2016		2015	2014	2013	2012
Average total Bancorp shareholders' equity as a percent of average assets		**11.67**	**%**	11.33	11.59	11.56	11.65
Tangible equity as a percent of tangible assets		**9.82**		9.55	9.41	9.44	9.17
Tangible common equity as a percent of tangible assets		**8.87**		8.59	8.43	8.63	8.83
		Basel III Transitional			**Basel I**		
CET1 capital	**$**	**12,426**		11,917	N/A	N/A	N/A
Tier I capital		**13,756**		13,260	12,764	12,094	11,685
Total regulatory capital		**17,972**		17,134	16,895	16,431	15,811
Risk-weighted assets		**119,632**		121,290	117,878	115,969	109,301
Regulatory capital ratios:							
CET1 capital		**10.39**	**%**	9.82	N/A	N/A	N/A
Tier I risk-based capital		**11.50**		10.93	10.83	10.43	10.69
Total risk-based capital		**15.02**		14.13	14.33	14.17	14.47
Tier I leverage (to quarterly average assets)		**9.90**		9.54	9.66	9.73	10.15
		Basel III Fully Phased-In					
CET1 capital		**10.29**	**%**	9.72	N/A	N/A	N/A

In 2011 the Federal Reserve adopted the capital plan rule, which requires Bank Holding Companies ("**BHCs**") with consolidated assets of $50 billion or more to submit annual capital plans to the Federal Reserve for review. Under the rule, these capital plans must include detailed descriptions of the following: the BHC's internal processes for assessing capital adequacy; the policies governing capital actions such as common stock issuances, dividends and share repurchases; and all planned capital actions over a nine-quarter planning horizon. Further, each BHC must also report to the Federal Reserve the results of stress tests conducted by the BHC under a number of scenarios that assess the sources and uses of capital under baseline and stressed economic scenarios. The Federal Reserve launched the 2016 stress testing program and Comprehensive Capital Analysis and Review ("**CCAR**") on January 28, 2016, with submissions of stress test results and capital plans to the Federal Reserve due on April 5, 2016, which the Bancorp submitted as required.

On June 29, 2016, the Federal Reserve notified Fifth Third that it did not object to the capital plan included in the 2016 CCAR submission.

Major Funding Sources

The goal of liquidity management is to provide adequate funds to meet changes in loan and lease demand, unexpected levels of deposit withdrawals and other contractual obligations. Mitigating liquidity risk is accomplished by maintaining liquid assets in the form of cash, investment securities, maintaining sufficient unused borrowing capacity in the debt markets and delivering consistent growth in core deposits. To achieve this objective, Fifth Third's Executive Asset Liability Management Committee establishes and monitors liquidity guidelines that require sufficient asset-based liquidity to cover potential funding requirements and to avoid over-dependence on volatile, less reliable funding markets. Fifth Third sets these guidelines for both the consolidated balance sheet and for Bancorp on a stand-alone basis to ensure that it can serve as a source of strength for the Bank.

Fifth Third maintains a contingency funding plan that assesses the liquidity needs under various scenarios of market conditions, asset growth, and credit rating downgrades. The plan includes liquidity stress testing which measures various sources and uses of funds under the different scenarios. The contingency plan provides for ongoing monitoring of unused borrowing capacity and available sources of contingent liquidity to prepare for unexpected liquidity needs and to cover unanticipated events that could affect liquidity.

Fifth Third's primary sources of funds relate to cash flows from loan and lease repayments, payments from securities related to sales and maturities, the sale or securitization of loans and leases and funds generated by core deposits, in addition to the use of public and private debt offerings.

Asset-driven liquidity is provided by Fifth Third's ability to sell or securitize loans and leases. In order to reduce the exposure to interest rate fluctuations and to manage liquidity, the Bancorp has developed securitization and sale procedures for several types of interest-sensitive assets. A majority of the long-term, fixed-rate single-family residential mortgage loans underwritten according to Federal Home Loan Mortgage Corporation ("**FHLMC**") or Federal National Mortgage Association ("**FNMA**") guidelines are sold for cash upon origination. Additional assets such as certain other residential mortgage loans, certain commercial loans, home equity loans, automobile loans and other consumer loans are also capable of being securitized or sold. The Bancorp sold or securitized loans totaling $7.4 billion during the year ended December 31, 2016, compared to $6.4 billion during the year ended December 31, 2015.

Core deposits have historically provided Fifth Third with a sizeable source of relatively stable and low cost funds. The Bancorp's average core deposits and average shareholders' equity funded 82% of its average total assets for both years ended December 31, 2016 and December 31, 2015. In addition to core deposit funding, the Bancorp also accesses a variety of other short-term and long-term funding sources, which include securitized advances from the Federal Home Loan Banks ("**FHLB**") system. Certificates of deposit $100,000 and over and deposits in the Bancorp's foreign branch located in the Cayman Islands are wholesale funding tools utilized to fund asset growth. Management does not rely on any one source of liquidity and manages availability in response to changing balance sheet needs.

As of December 31, 2016, $8.9 billion of debt or other securities were available for issuance under the current Fifth Third's Board of Directors' authorizations and Fifth Third is authorized to file any necessary registration statements with the SEC to permit ready access to the public securities markets; however, access to these markets may depend on market conditions. At December 31, 2016, the Bancorp has approximately $42.3 billion of borrowing capacity available through secured borrowing sources including the FHLB and the Federal Reserve.

The Bank's global bank note program has a borrowing capacity of $25.0 billion, of which $17.1 billion is available for issuance as of December 31, 2016. On March 15, 2016, the Bank issued and sold $1.5 billion in aggregate principal amount of unsecured bank notes. On June 14, 2016, the Bank issued and sold $1.3 billion of unsecured bank notes. On September 27, 2016, the Bank issued and sold $1.0 billion of unsecured bank notes.

D. Description of Derivative Activities and Hedging Activities

Fifth Third maintains an overall risk management strategy that incorporates the use of derivative instruments to reduce certain risks related to interest rate, prepayment, and foreign currency volatility. Additionally, the Bancorp holds derivative instruments for the benefit of its commercial customers and for other business purposes. Fifth Third does not enter into unhedged speculative derivative positions.

Fifth Third's interest rate risk management strategy involves modifying the repricing characteristics of certain financial instruments so that changes in interest rates do not adversely affect Fifth Third's net interest margin and cash flows. Derivative instruments that Fifth Third may use as part of its interest rate risk management strategy include interest rate swaps, interest rate floors, interest rate caps, forward contracts, forward starting interest rate swaps, options and swaptions. Interest rate swap contracts are exchanges of interest payments, such as fixed-rate payments for floating-rate payments, based on a stated notional amount and maturity date. Interest rate floors protect against declining rates, while interest rate caps protect against rising interest rates. Forward contracts are contracts in which the buyer agrees to purchase, and the seller agrees to make delivery of, a specific financial instrument at a predetermined price or yield. Options provide the purchaser with the right, but not the obligation, to purchase or sell a contracted item during a specified period at an agreed upon price. Swaptions are financial instruments granting the owner the right, but not the obligation, to enter into or cancel a swap.

Fifth Third also enters into derivative contracts (including foreign exchange contracts, commodity contracts, and interest rate contracts) for the benefit of commercial customers and other business purposes. Fifth Third may economically hedge significant exposures related to these free-standing derivatives by entering into offsetting third-party contracts with approved, reputable counterparties with substantially matching terms and currencies. Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. Fifth Third's exposure is limited to the replacement value of the contracts rather than the notional, principal, or contract amounts. Credit risk is minimized through credit approvals, limits, counterparty collateral, and monitoring procedures.

Fifth Third holds certain derivative instruments that qualify for hedge accounting treatment and are designated as either fair value hedges or cash flow hedges. Derivative instruments that do not qualify for hedge accounting treatment, or for which hedge accounting is not established, are held as free-standing derivatives. All customer accommodation derivatives are held as free-standing derivatives.

The following table presents the total notional or contractual amounts and fair values for Fifth Third's derivatives. Derivative transactions can be measured in terms of the notional amount, but this amount is not, when viewed in isolation, a meaningful measure of the risk profile of the instruments. The notional amount is generally not exchanged, but is used only as the basis on which interest and other payments are determined. Derivatives designated as qualifying hedge contracts and free-standing derivatives are recorded on the balance sheet at fair value in other assets or other liabilities. Customer accommodation, trading, and other free-standing derivatives are recorded on the balance sheet at fair value in trading assets, other assets or other liabilities.

Derivative Assets and Liabilities

The following tables reflect the notional amounts and fair values for all derivative instruments included in the Consolidated Balance Sheets as of:

December 31, 2016 ($ in millions)	Notional Amount	Fair Value Derivative Assets	Fair Value Derivative Liabilities
Derivatives Designated as Qualifying Hedging Instruments			
Fair value hedges:			
Interest rate swaps related to long-term debt	**$ 3,455**	**323**	**12**
Total fair value hedges		**323**	**12**
Cash flow hedges:			
Interest rate swaps related to C&I loans	**4,475**	**22**	**-**
Total cash flow hedges		**22**	**-**
Total derivatives designated as qualifying hedging instruments		**345**	**12**
Derivatives Not Designated as Qualifying Hedging Instruments			
Free-standing derivatives - risk management and other business purposes:			
Interest rate contracts related to MSRs	**10,522**	**165**	**39**
Forward contracts related to residential mortgage loans held for sale	**1,823**	**20**	**3**
Swap associated with the sale of Visa, Inc. Class B Shares	**1,300**	**-**	**91**
Foreign exchange contracts	**111**	**-**	**-**
Total free-standing derivatives - risk management and other business purposes		**185**	**133**
Free-standing derivatives - customer accommodation:			
Interest rate contracts for customers	**33,431**	**205**	**210**
Interest rate lock commitments	**701**	**13**	**1**
Commodity contracts	**2,095**	**107**	**106**
Foreign exchange contracts	**11,013**	**202**	**204**
Total free-standing derivatives - customer accommodation		**527**	**521**
Total derivatives not designated as qualifying hedging instruments		**712**	**654**
Total		**$ 1,057**	**666**

December 31, 2015 ($ in millions)	Notional Amount	Fair Value Derivative Assets	Fair Value Derivative Liabilities
Derivatives Designated as Qualifying Hedging Instruments			
Fair value hedges:			
Interest rate swaps related to long-term debt	$ 2,705	372	2
Total fair value hedges		372	2
Cash flow hedges:			
Interest rate swaps related to C&I loans	5,475	39	-
Total cash flow hedges		39	-
Total derivatives designated as qualifying hedging instruments		411	2
Derivatives Not Designated as Qualifying Hedging Instruments			
Free-standing derivatives - risk management and other business purposes:			
Interest rate contracts related to MSRs	11,657	239	9
Forward contracts related to residential mortgage loans held for sale	1,330	3	1
Stock warrant associated with Vantiv Holding, LLC	369	262	-
Swap associated with the sale of Visa, Inc. Class B Shares	1,292	-	61
Total free-standing derivatives - risk management and other business purposes		504	71
Free-standing derivatives - customer accommodation:			
Interest rate contracts for customers	29,889	242	249
Interest rate lock commitments	721	15	-
Commodity contracts	2,464	294	276
Foreign exchange contracts	16,243	386	340
Total free-standing derivatives - customer accommodation		937	865
Total derivatives not designated as qualifying hedging instruments		1,441	936
Total		$ 1,852	938

E. Memberships in Material Payment, Clearing, and Settlement Systems

During 2016, Fifth Third engaged in cash and securities transactions across different payment, clearing, and settlement systems. Examples include:

Material Networks

Network	Description
FedWire Funds Service (“**FedWire**”)	FedWire is a real time gross settlement system operated by the FRBs that enables financial institutions to electronically transfer funds between its participants. Payments are continuously settled on an individual, order-by-order basis without netting.
Clearing House Interbank Payment Systems (“**CHIPS**”)	CHIPS is the largest private-sector U.S.-dollar funds-transfer system in the world. CHIPS operates on a global business day and utilizes a sophisticated liquidity savings mechanism (through a netting process) to provide fast, final payments while maximizing liquidity efficiency for participating banks.
The Small Value Payments Company, LLC (“**SVPCO**”)	SVPCO is a check image exchange business operated by The Clearing House Payments Company providing financial institutions with check images. SVPCO is an industry utility that connects financial institutions providing the ability for the institutions to exchange check images through SVPCO’s Image Payments Network.
Society for Worldwide Interbank Financial Telecommunications (“**SWIFT**”)	SWIFT provides a network that enables financial institutions worldwide to send and receive information between financial institutions and corporations about financial transactions in a secure, standardized, and reliable environment. SWIFT is a member-owned cooperative through which the financial world exchanges millions of standardized financial messages every day.
Depository Trust Co. (“**DTC**”)	DTC is a central depository for security handling and income payments; it provides clearing and settlement efficiencies by immobilizing securities and making “book-entry” changes to ownership of the securities. DTC provides securities movements for National Securities Clearing Corporation’s net settlements, and settlement for institutional trades (which typically involve money and securities transfers between custodian banks and broker/dealers), as well as money market instruments.
Automated Clearing House (“**ACH**”)	The ACH system is the primary electronic funds transfer system used by agencies to make payments and is managed by the Financial Management Service, a Bureau of the United States Department of the Treasury. The ACH system exchanges batched debit and credit payments among business, consumer, and government accounts. The system processes pre-authorized recurring payments and non-recurring payments.

F. Description of Foreign Operations

While Fifth Third does maintain foreign operations, Fifth Third's operations and employees are primarily located in the United States. As a result, the vast majority of revenues, profits, assets, and liabilities are related to Fifth Third's domestic operations.

Financial Corp has the following non-bank subsidiaries located outside the United States:

- *Fifth Third Trade Services Limited (FTTSL)* (Hong Kong) was created to facilitate issuance of letters of credit for beneficiaries located in the Pacific Rim. FTTSL no longer conducts any business. FTTSL was deregistered on June 30, 2017.

- *Fifth Third Reinsurance Company, Ltd.* (Turks and Caicos) represents the headquarters and legal site of incorporation of Fifth Third business which reinsures Bancorp risk and engages in 4(k) activities under the Bank Holding Company Act. The operating personnel and related business activities for this business are located in Cincinnati, Ohio.

- *Fountain Square Life Reinsurance Company, Ltd.* (Turks and Caicos) represents the headquarters and legal site of incorporation of Fifth Third business that reinsured credit life and disability insurance offered to Fifth Third customers. *Fountain Square Life Reinsurance Company, Ltd.* has no operating line of business.

- *Fifth Third Investment Company* (Mauritius and India), although incorporated in Ohio, has the following non-bank subsidiaries with operations located outside the United States:

    - *Fifth Third Mauritius Holdings Limited* (Mauritius) is a holding company for Fifth Third's ownership interest in SLK Global Solution Private Limited ("**SLK**").

    - *Fifth Third's Global Services* (India), although incorporated in Ohio, operates primarily in India and provides services to SLK.

The Bank also has the following operations located outside the United States, which are immaterial and represents less than 1 percent of Fifth Third's employees:

- A Cayman Islands branch used to facilitate Euro dollar trading.

- A Canadian branch located in Toronto, Ontario, serving Canadian subsidiaries of the Bank's U.S. commercial customers. The Branch's products and services include Canadian Dollar and U.S. Dollar Commercial Demand Deposit Accounts, Commercial & Industrial Loans, Treasury Management Services, and Foreign Exchange Solutions.

- A European Representative Office ("**EUR**"), opened in 2015 and located in the United Kingdom (the "**UK**"), is registered with Companies House in the UK. The EUR does not own any relationships but serves as a business development office.

G. Identities of Material Supervisory Authorities

Fifth Third and the Bank are subject to regulation and supervision primarily by the Federal Reserve, the Consumer Financial Protection Bureau (the "**CFPB**") and the Ohio Division of Financial Institutions (the "**Division**") and additionally by certain other functional regulators and self-regulatory organizations. The Bancorp is also subject to regulation by the Securities and Exchange Commission by virtue of its status as a public company and due to the nature of some of its businesses. The Bank is subject to regulation by the FDIC, which insures the bank's deposits as required by law.

The federal and state laws and regulations that are applicable to banks and to BHCs regulate, among other matters, the scope of their business, their activities, their investments, their capital and liquidity levels, their reserves against deposits, the timing of the availability of deposited funds, the amount of loans to individual and related borrowers and the nature, the amount of and collateral for certain loans, and the amount of interest that may be charged on loans as applicable. Various federal and state consumer laws and regulations also affect the services provided to consumers.

Fifth Third and the Bank are required to file various reports with, and are subject to examination by regulators, including the Federal Reserve and the Division. The Federal Reserve, the Division and the CFPB have the authority to issue orders for bank holding companies and/or banks to cease and desist from certain banking practices and violations of conditions imposed by, or violations of agreements with, the Federal Reserve, the Division and the CFPB. Certain of the Bancorp's and/or the Bank regulators are also empowered to assess civil money penalties against companies or individuals in certain situations, such as when there is a violation of a law or regulation. Applicable state and federal laws also grant certain regulators the authority to impose additional requirements and restrictions on the activities of Fifth Third or the Bank and, in some situations, the imposition of such additional requirements and restrictions will not be publicly available information.

H. Identities of the Principal Officers

Officers are appointed annually by the Board of Directors at the meeting of Directors immediately following the Annual Meeting of Shareholders. The names and positions of the Executive Officers of the Bancorp as of December 31, 2016 are listed below*:

Principal Officers	Positions and Offices
Greg D. Carmichael	President and Chief Executive Officer
Lars C. Anderson	Executive Vice President and Chief Operating Officer
Chad M. Borton	Executive Vice President

Principal Officers	Positions and Offices
Frank R. Forrest	Executive Vice President and Chief Risk Officer
Mark D. Hazel	Senior Vice President and Controller
Grant Harbrecht	Interim Chief Legal Officer*
Aravind Immaneni	Executive Vice President and Chief Operations and Technology Officer
Brian Lamb	Executive Vice President and Chief Corporate Responsibility and Reputation Officer
James C. Leonard	Executive Vice President and Treasurer
Philip R. McHugh	Executive Vice President
Saema Somalya	Interim Corporate Secretary*
Timothy N. Spence	Executive Vice President and Chief Strategy Officer
Teresa J. Tanner	Executive Vice President and Chief Administrative Officer
Tayfun Tuzun	Executive Vice President and Chief Financial Officer

** The following is a list of Officer updates as of November 2017 that were not included in the listing above (1) Jelena McWilliams named Executive Vice President, Chief Legal Officer, and Corporate Secretary, replacing Grant Harbrecht and Saema Somalya, as interim officers (2) Robert Shaffer named Executive Vice President and Chief Human Resource Officer (3) Philip R. McHugh replaced Chad M. Borton as Executive Vice President and Head of Consumer Bank (4) Richard Stein named Executive Vice President and Head of Commercial Bank (5) Ralph (Mike) Michael, Executive Vice President, named head of Wealth and Asset Management (6) Shellie Creson named Chief Auditor.*

I. Description of the Corporate Governance Structure and Processes related to Resolution Planning

Fifth Third has developed a strong governance framework with respect to its resolution planning obligations under the Title I and IDI Rules. This framework has been informed by its resolution planning experience since the adoption of the Dodd-Frank Act. A resolution planning policy, adopted by the Bancorp Board of Directors, memorializes this governance framework.

Fifth Third has dedicated significant resources and effort to its resolution planning responsibilities. The Capital and Resolution Planning group operates as a unit within Fifth Third's Finance division and coordinates the development, review, and approval of the Resolution Plan. Management of the annual resolution review and update resides with the CFO. The CFO manages Fifth Third's resolution planning efforts and is the central point of control with respect to the resolution planning governance structure.

Fifth Third's resolution planning process is conducted through a network of committees, councils, and working groups including the following:

Board of Directors
The Board includes the Bancorp, Financial Corp. and Bank board of directors and governs the activities of Fifth Third. It has ultimate oversight responsibility and accountability for resolution planning and must receive sufficient information to allow for informed decisions.

Risk and Compliance Committee (the "**RCC**")
RCC is a joint committee of both the Bancorp Board and the Bank Board with responsibility for oversight of management's compliance with all of Fifth Third's regulatory obligations. In addition, RCC reviews the results of the Resolution Plan and any Senior Management action related to the plan. At least one member of RCC has experience in identifying, assessing, and managing risk exposures of large, complex financial firms.

Enterprise Risk Management Committee (the "**ERMC**")
ERMC provides oversight of risk management across Fifth Third on behalf of the RCC. In addition, ERMC reviews the results of the Resolution Plan and any Senior Management action related to the plan. ERMC is chaired by the Chief Risk Officer and its membership is comprised of the Chief Executive Officer and his direct reports as well as additional executive leaders primarily from the risk and finance departments.

Capital Committee
Capital Committee is authorized by and accountable to the ERMC and is responsible for performing ongoing monitoring and management of Fifth Third's current and future capital positions to ensure capital adequacy of the Bancorp and its subsidiaries. Capital Committee ensures collaboration among Risk Management, Finance, and business units in overseeing the enterprise-wide resolution planning process, and is charged with reviewing and recommending Fifth Third's Resolution Plan to the ERMC. The Capital Committee is chaired

by the Chief Financial Officer and its membership is comprised of executive and senior leaders primarily from the risk and finance departments.

Resolution Planning Council (the "**RPC**")
RPC is responsible for providing continued guidance and monitoring of the Resolution Plan to ensure alignment with changes to the regulatory environment. RPC is chaired by the Managing Director of Capital/Resolution Planning and is comprised of senior management from Treasury, Information Security, Legal, Finance, Business Continuity and Enterprise Risk Management ("**ERM**"), and is engaged through the process to provide oversight over methodologies, analysis, and decisions.

Resolution Planning Working Group
A resolution planning working group is comprised of members from each CBL, Critical Service, and other relevant functions, and meets throughout the year. The working group is responsible for the development and maintenance of each respective area of the Resolution Plan. The working group is led by members of the Capital and Resolution Planning group.

In addition to the oversight and approval process noted above, the resolution planning process incorporates an internal control framework to ensure the accuracy and confidentiality of the information included in the Resolution Plan. Fifth Third's Internal Audit has been engaged throughout the process to provide ongoing monitoring.

J. Description of Material Management Information Systems ("MIS")

Fifth Third invests in and maintains a robust organization of MIS that enables business operations, risk management, and accounting and aids the generation and analysis of financial, regulatory, and management reports. These applications reside on a variety of platforms (mainframe & various distributed computing systems) and consist of user-interfaces that allow for viewing and editing of information along with data repositories and processing systems that store and perform procedures as necessary.

Fifth Third recognizes that the overall computing infrastructure and certain applications are essential to the daily operations of the bank, its financial stability, risk monitoring and reporting, enterprise management, and regulatory compliance. As part of the resolution planning process, Fifth Third has identified and documented the relationship between the key MIS, core business lines, and critical services.

Policies and procedures that govern the MIS environment have been well established and are updated based on regulatory requirements, business needs, and changes to the environment. This governance framework drives the many protections such as change management, incident management, information security, business continuity, and disaster recovery that enable a controlled computing environment.

Risk Management
All financial institutions must manage and control a variety of business risks that can significantly affect their financial performance. Fifth Third has an enterprise-wide risk management framework, including strategies, policies, processes and systems used to identify, assess, measure, and manage risks. Among the key risks managed by Fifth Third are credit risks, asset / liability interest rate and market risks, and operations risks. Applications are critical to providing the necessary data, reports, and oversight mechanisms for the prudent management and control of these risks by Fifth Third. Key applications in place for these purposes include

systems that provide aggregate counterparty exposures, information regarding credit concentrations and performance, value at risk calculations for market risk, simulations to examine interest rate risk, and other analytics.

Accounting and Financial and Regulatory Reporting
Financial applications are used by accounting teams within the Finance division to record transactions, reconcile general ledger balances, ensure the adequacy of financial controls, and to generate information necessary for the preparation of financial statements and SEC and regulatory reports.

Business Continuity Planning
Fifth Third maintains a thorough business continuity planning methodology and process in order to maintain the continuity of operations and services during times of business disruption. As part of this effort, business continuity and disaster recovery staff members advise and guide all departments in the development, maintenance, and testing of departmental business continuity plans. Each plan includes detailed steps needed to maintain business processes as well as communication, personnel, and technology requirements. In addition to business continuity plans, Fifth Third performs a comprehensive annual technology-focused disaster recovery exercise to provide a full understanding of the effectiveness of technology-related continuity plans. Business continuity and disaster recovery plans and processes are subject to review by regulatory authorities.

K. High-level Description of Resolution Strategy

Fifth Third has developed resolution strategies in accordance with the requirements set forth by the regulatory authorities. The Resolution Plan assumes that an idiosyncratic event of failure has occurred at the Bank. Fifth Third has planned for the rapid and orderly resolution of the designated material entities and core business lines, without government intervention or taxpayer support, by formulating appropriate resolution strategy options that would be available to the relevant resolution authority. These resolution strategies are described at a high-level below.

Fifth Third – Fifth Third would be resolved under Chapter 11 of the Bankruptcy Code ("**Chapter 11**"). Fifth Third would likely elect to wind down under Chapter 11 and would likely pursue a liquidation process, involving the sale of marketable assets and the wind-down of any remaining assets. This is detailed in the 165(d) Resolution Plan.

Financial Corp. - Financial Corp. would be resolved under Chapter 11. Financial Corp. would likely elect to wind down under Chapter 11 and would likely pursue a liquidation process, involving the sale of marketable assets and the wind-down of any remaining assets. This is detailed in the 165(d) Resolution Plan.

The Bank - The Bank would be subject to the FDIC receivership process under the Federal Deposit Insurance Act ("**FDIA**"). Fifth Third has developed the resolution strategy for the Bank by considering a range of sale and disposition options for the FDIC to consider. The options identified are intended to achieve maximum value for the receivership, incur the least cost to the FDIC's deposit insurance fund, ensure access to the Bank's insured deposits within one business day, and limit contagion and loss of franchise value that might be caused by a lengthy resolution process. The options for sale and disposition of the Bank developed by Fifth Third are:

- FDIC sale of Fifth Third Bank as a whole;
- FDIC sale to multiple acquirers, utilizing a bridge bank;
- FDIC liquidation of Fifth Third Bank.

This is detailed in the IDI Resolution Plan.

Conclusion

The Resolution Plan provides for rapid and orderly resolution of Fifth Third in the event of material financial distress or failure without posing systemic risk to the larger financial system and without the need for any government support. The resolution options proposed are designed to ensure that key components of Fifth Third's business would be able to continue their operations during the period immediately following failure, minimizing disruption in the United States. Fifth Third believes that it has developed an effective and feasible plan for resolution.