FIFTH THIRD BANCORP
CORPORATE GOVERNANCE GUIDELINES

AS ADOPTED BY THE BOARD OF DIRECTORS
EFFECTIVE JUNE 12, 2026

The following corporate governance principles have been approved and adopted by the Board of Directors of Fifth Third Bancorp and are annually reviewed and approved by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee. These principles, along with Fifth Third's articles of incorporation, code of regulations and charters of the various Committees of the Board, provide the foundation for our governance. Unless the context otherwise requires, all references to Fifth Third in these guidelines shall refer to Fifth Third Bancorp, its subsidiaries, and affiliates.

1. Roles of the Board of Directors and Management

Fifth Third's Board of Directors is elected by our shareholders and is the ultimate decision-making body of Fifth Third, except with respect to those matters reserved to our shareholders. Fifth Third's business is conducted by our employees and officers under the direction of Fifth Third's Chief Executive Officer and subject to the oversight of the Board. Both management and the Board seek to enhance the long-term value of Fifth Third for the benefit of our shareholders. In doing so, Fifth Third recognizes that the interests of our shareholders also will be advanced by responsibly taking into account the concerns of our other constituencies, including customers, employees, the communities in which we do business, the public at large and the governmental entities which regulate our businesses.

2. Critical Functions of the Board of Directors

In addition to monitoring Fifth Third's Chief Executive Officer and senior executives, the Board is responsible for the following matters, among other things, which it performs directly and through its Committees:

- selecting, evaluating and compensating the Chief Executive Officer;
- advising and overseeing the Chief Executive Officer in the selection, evaluation and compensation of senior executives;
- overseeing the succession plan for the position of Chief Executive Officer, including in the event of an emergency or retirement, as well as certain other senior management positions, including an annual review with the Chief Executive Officer as to the succession plan for each Executive Officer;
- annually, reviewing and approving Fifth Third's fundamental business strategies and considering and approving, as appropriate, major corporate actions;
- overseeing the process for evaluating the adequacy of internal controls, risk management, financial reporting, and compliance with the law;

- monitoring Fifth Third's financial performance and condition;
- selecting, nominating, and reviewing and approving compensation of members of the Board of Directors;
- establishing Committees of the Board of Directors and approving Committee leadership and membership;
- approving waivers of the Code of Business Conduct and Ethics for Directors and Executive Officers; and
- enhancing Fifth Third's integrity and reputation by ensuring that the corporation establishes, implements and maintains policies, practices and procedures for full compliance with all applicable laws and for meeting the high ethical standards that the Board and the public expect of a leading financial institution.

3. Director Responsibilities

The core responsibility of each Director is to exercise his or her business judgment in good faith to act in what the Director reasonably believes to be in the best interests of Fifth Third and our shareholders. In discharging this responsibility, Fifth Third requires that each Director shall:

- preserve the confidential nature of material information given or presented to the Board of Directors;
- disclose to the other Directors any potential conflicts of interest he or she may have with respect to any matter under discussion and, if appropriate, refrain from voting on such a matter;
- not serve as a director, officer or employee of any entity which is in competition with Fifth Third and not misappropriate any opportunity or asset belonging to Fifth Third for his or her direct or indirect benefit;
- consistent with the Board's belief that management speaks for Fifth Third, refer all inquiries from the press, institutional investors and others to the Chief Executive Officer or such other officers as required by Fifth Third's disclosure policies, provided, however, that a Director may, from time to time, meet or otherwise communicate with various third parties about Fifth Third, but only with the knowledge and advance approval of management or if requested by management; and
- establish a financial stake in Fifth Third by developing a meaningful ownership position in Fifth Third over time as is appropriate for the Director's personal financial circumstances.

4. Director Qualifications and Selection Process

Integrity, Values and Experience. Each Director should possess the highest personal and professional ethics and integrity, and be devoted to representing the interests of Fifth Third and our shareholders. A Director must be willing to devote sufficient time to carrying out his or her duties and responsibilities effectively. Fifth Third seeks to have a Board of Directors representing a variety of experiences in business,

government, education, technology and in various areas relevant to our businesses. Fifth Third also will consider the judgment, background, skills, geography, and other characteristics relevant to a Director's overall qualifications in determining a combination of Directors that will best serve the needs of the Board and Fifth Third. The Nominating and Corporate Governance Committee may also recommend additional criteria for selection to the Board of Directors based on current membership and the current and emerging needs of Fifth Third. We believe that diversity of backgrounds, skills, and characteristics is a critical component to an effective, high-performing board and prioritize candidates accordingly. We also strive to include candidates who reflect the markets which we serve in our pools from which nominees are chosen. Any third-party search firms engaged to assist in the searches for Director candidates will be required to include candidates with relevant backgrounds, skills, and characteristics, as identified by Board.

Independence. Fifth Third's Board of Directors shall at all times be comprised of no less than a majority of Directors who meet the criteria for independence required by the New York Stock Exchange, or principal stock exchange upon which our common stock is traded, as well as any standards of independence or qualifications applicable to Fifth Third as required by federal or state banking, securities, corporate, tax, or other laws, rules, or regulations. The Nominating and Corporate Governance Committee of the Board of Directors is responsible for reviewing the qualifications and independence of the members of the Board and its various Committees on a periodic basis as well as the composition of the Board as a whole. The Board of Directors annually must affirmatively determine whether each Director is independent pursuant to applicable standards.

Nominations. Nominations for Directors will be made by the Nominating and Corporate Governance Committee in accordance with the policies and principles in its charter. Shareholders may propose nominees for election at Fifth Third's annual meeting of shareholders for consideration by the Nominating and Corporate Governance Committee upon submitting the names and qualifications of such persons to the Committee no later than December 31 of any year. Submissions must be made to the Committee c/o Fifth Third Bancorp, Secretary, 38 Fountain Square Plaza, Cincinnati, Ohio 45263. Upon the nomination by the Committee, the Board may fill any vacancies that occur on the Board between annual shareholder meetings. In most cases, the Chair of the Board of Directors and the Chair of the Nominating and Corporate Governance Committee jointly should extend the invitation to selected nominees to join the Board.

Resignation for Majority Withhold Vote. In an uncontested election of Directors (*i.e.*, an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes "against" his or her election than votes "for" his or her election (a "Majority Withheld Vote") will promptly tender his or her resignation to the Chair of the Board following certification of the shareholder vote.

The Nominating and Corporate Governance Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject the tendered resignation no later than 60 days following the date of the shareholders' meeting at which the election occurred (the "Shareholders' Meeting Date"). In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider factors deemed relevant by the Committee members including, without limitation, the Director's length of service, the Director's particular qualifications and contributions to Fifth Third, the reasons underlying the Majority Withheld Vote (if known) and whether these reasons can be cured, and compliance with stock exchange listing standards and these Corporate Governance Guidelines.

The Board will act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the Shareholders' Meeting Date. In considering the Nominating and Corporate Governance Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Nominating and Corporate Governance Committee's recommendation, Fifth Third will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Current Report on Form 8-K filed with the Securities and Exchange Commission.

If one or more Directors' resignations are accepted by the Board, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

Any Director who tenders his or her resignation pursuant to this provision will not participate in the Nominating and Corporate Governance Committee recommendation or Board consideration regarding whether to accept or reject the tendered resignation. If a majority of the members of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who are on the Board who did not receive a Majority Withheld Vote (or who were not standing for election) will automatically be appointed to a special Board committee solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept or reject them.

This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of directors of Fifth Third.

Material Changes in Qualifications; Retirement. A Director who changes his or her principal occupation, position or responsibility held when elected to the Board of Directors must promptly notify the Chair of the Nominating and Corporate Governance Committee and should volunteer to resign from the Board. Although Fifth Third does not believe that it will be necessary in every instance that a Director who makes such a change should leave the Board, the Nominating and Corporate Governance Committee

should be afforded the opportunity to review the appropriateness of continued Board service under the new circumstances and make a recommendation to the full Board of Directors.

Directors should retire from the Board of Directors at the next annual meeting of shareholders at which the Director's term expires that follows his or her 72nd birthday. The Board of Directors, upon recommendation from the Nominating and Corporate Governance Committee, may determine that this retirement age provision may be waived after consideration of the following, among other factors: whether Fifth Third is undergoing significant transition periods in executive leadership; whether there has been an unexpected loss of directors; or whether such a Director possesses a specific expertise relevant to the current or emerging needs of Fifth Third, has unique and value industry-specific knowledge, or possesses some other attributes deemed essential by the Board of Directors or Nominating and Corporate Governance Committee. The Board of Directors may waive this retirement age provision a maximum of three times per Director.

Service on Other Boards of Directors. A Director should promptly advise the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve as a director of another for-profit company. The Nominating and Corporate Governance Committee will review whether such board membership may unduly impact the ability of the Director to fulfill his or her responsibilities as a Director of Fifth Third and, if so, shall make a recommendation to the Board. Directors holding a CEO position at a public company may not serve on more than one public company board other than the board of the company of which he/she is CEO. Directors not holding a CEO position at a public company may not serve on more than four public company boards. No member of the Audit Committee may simultaneously serve on the audit committees of more than two other public companies or on the audit committee of any financial institution not affiliated with Fifth Third Bank unless the Board of the Directors determines that such simultaneous service would not impair the ability of such member of the Committee to effectively serve on the Committee, and discloses this determination in the Corporation's annual proxy statement or on the Corporation's website.

Chair of the Board. Fifth Third has no fixed policy with respect to the separation of the offices of Chair of the Board and the Chief Executive Officer. We believe that this issue is part of the succession planning process, and that it is in the best interests of Fifth Third for the Board of Directors to consider the relationship of the Chair of the Board and the Chief Executive Officer from time to time, including, but not limited to, when selecting a new Chief Executive Officer.

Lead Independent Director. When the position of Chair of the Board is not held by an independent Director, or any other time designated by the Board, the independent Directors of the Board will elect a Lead Independent Director upon the recommendation of the Nominating and Corporate Governance Committee. If there is a Lead Independent Director, his or her name will be communicated to shareholders. The Lead

Independent Director will serve for a one-year term, subject to re-election on an annual basis by a majority of the independent Directors of the Board.

The Lead Independent Director will have the following principal responsibilities and authority:

- Preside at meetings of the Board of Directors and meetings of shareholders in the absence of the Chair and preside at any Committee meetings in the absence of the Chair;
- Provide input to the Chair on the schedule of Board and Board Committee meetings, to ensure there is sufficient time for discussion of all agenda items;
- Provide input to the Chair on agendas for Board meetings, while seeking agenda input from independent Directors, and have authority to add items to the agenda for any Board meeting;
- Provide input to the Chair on the quality, quantity, and timeliness of information submitted by management that is necessary or appropriate for the independent Directors to effectively and responsibly perform their duties;
- Function as a mentor to the CEO on Board issues and other matters affecting Fifth Third;
- Suggest calling full Board meetings to the Chair when appropriate and have the authority to call meetings of the independent Directors when appropriate;
- Organize, develop the agenda for, and lead executive sessions of the Board's independent Directors; act as the principal liaison between the independent Directors and the Chair on issues arising in executive session and the outcomes, subject to any limitations specified by the independent Directors;
- Recommend to the Board the retention of consultants who directly report to the Board;
- Make recommendations regarding Board candidates to the Nominating and Corporate Governance Committee and the Board;
- Assist the Board and Fifth Third officers in compliance with and implementation of these Corporate Governance Guidelines;
- Consult with the Chair on recommended revisions to the Corporate Governance Guidelines to the Nominating and Corporate Governance Committee;
- Conduct individual self-assessment interviews with each independent Director as part of the annual Board Evaluation Program and report results from such interviews to the Board of Directors when self-assessment results are reviewed;
- Ensure availability for consultation and direct communication if requested by major shareholders;
- Facilitate discussion among independent Directors on key issues and concerns outside of Board meetings; act as a liaison to the CEO on the views, concerns, and issues of the independent Directors;

- Evaluate, along with the Human Capital and Compensation Committee, the CEO's performance; meet with the CEO to discuss the Board's evaluation;
- Consult with the Chair on the membership and leadership of Board Committees;
- Serve as an ex-officio, non-voting member of the Committees on which the Lead Independent Director is not a member;
- Act as a liaison between the Chair and the Board's independent Directors on matters relating to board performance evaluations;
- Act as a liaison between the Chair and the Board's independent Directors on issues relating to Board culture;
- Communicate, as appropriate, with regulators; and
- Provide leadership in times of emergency and crisis.

5. Size of the Board of Directors; Terms and Term Limits

The Board of Directors shall be composed of not more than thirty (30) persons and may decrease the number to not less than ten (10) persons. The number of persons on the Board of Directors may be established and/or changed by: (1) the shareholders in accordance with the laws of Ohio or (2) the vote of a majority of the Directors in office. Each Director shall serve a term of one year. Fifth Third does not believe we should establish term limits for our Directors. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into Fifth Third and its operations and, therefore, provide an increasing contribution to the Board as a whole.

6. Meetings of the Board of Directors

Number of Meetings. Fifth Third's Board of Directors will have no less than five scheduled meetings of the full Board of Directors each year. If necessary, the Board may have one or more special meetings during the year as circumstances may require.

Attendance and Preparation. Each Director is expected to attend all Board meetings, all meetings of Committees on which the Director serves, and the Annual Meeting of Shareholders. A Director should notify Fifth Third's Secretary as soon as practical if he or she is unable to attend a meeting. Each Director is expected to spend the amount of time and effort needed, and to meet as frequently as necessary, to properly discharge their responsibilities. Information and data that are important to the Directors' understanding of the business to be conducted at a Board or Committee meeting generally should be distributed in writing to the Directors sufficiently in advance of the meeting to permit Directors to review and prepare for the meeting. Each Director should review these materials in advance of the meeting.

Meeting Agendas. The Chair of the Board will establish the agenda for each Board meeting with input from the Lead Independent Director. At the beginning of each year the Chair, with input from the Lead Independent Director, will establish a schedule

of agenda subjects to be discussed during the year to the degree this can be foreseen. Directors are encouraged to suggest the inclusion of additional items on the agenda. Whenever possible, although it is desirable for such additional agenda items to be discussed with the Chair of the Board or Secretary in advance of the meeting so that appropriate notice and materials relating to such item can be distributed to all Directors prior to the meeting, a Director may raise subjects for discussion at any Board meeting whether or not included within the formal agenda for that meeting.

Executive Sessions of Independent Directors. Executive sessions or meetings of those members of the Board of Directors who meet the then current standards of independence shall be held regularly, and in no case less than twice a year. If Fifth Third's Board of Directors includes non-management Directors who are not independent, executive sessions including such non-management Directors will be held as considered appropriate by the Lead Independent Director. No members of Fifth Third management shall be present at such executive sessions.

The independent Directors may meet in executive session completely separate from a scheduled meeting of the full Board of Directors or during a scheduled Board meeting upon first excusing all members of Fifth Third management from that segment of the meeting. The chair person at any such executive session shall be the Chair of the Board of Directors (unless the Chair is not an independent Director), or, in the absence of the same, an independent Director chosen by the other independent Directors of the Board who shall also serve as the "Lead Independent Director" in performing such other jobs as the independent Directors may determine.

7. Board Committees

Standing Committees. The Board will have at all times an Audit Committee, a Human Capital and Compensation Committee, a Nominating and Corporate Governance Committee, a Risk and Compliance Committee, and an Executive Committee. Other than the Executive Committee, all of the members of these Committees will be Directors who then meet the independence criteria then in effect and as established by the New York Stock Exchange Market or the principal stock exchange on which Fifth Third common stock is then traded, as well as any standards of independence or qualifications applicable to the each Committee as prescribed in its charter or by federal or state banking, securities, corporate, tax, or other laws, rules, or regulations. The Board of Directors may create additional standing and ad hoc committees as deemed appropriate from time to time. Consideration will be given to rotating Committee members periodically, but the Board does not feel that rotation should be mandated. The Board of Directors annually reviews and approves Committee membership and leadership, upon the recommendation of the Nominating and Corporate Governance Committee.

Committee Charters. Each Board Committee will have its own charter. Each charter will set forth the purposes, goals and responsibilities of the Committee as well as certain specific qualifications for Committee membership and procedures for Committee member appointment. Each charter will address the nature of items that,

and the frequency with which, the Committee will report to the full Board of Directors. Other than the Executive Committee, each charter will require the Committee to annually evaluate its own performance. Other than the Executive Committee, each Committee charter shall be reviewed by the respective Committee and reviewed and approved by the Board of Directors annually.

Committee Meetings and Agendas. The chair of each Board Committee, in consultation with the Committee members and Fifth Third's Chief Executive Officer and senior executives, will determine the frequency and length of the Committee meetings consistent with any requirements set forth in the Committee's charter. The Chair of each Committee, in consultation with the appropriate members of the Committee and senior executives, will develop the Committee's agenda for each meeting. Prior to the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year, to the degree these can be foreseen. The meeting schedule for each committee will be furnished to all Directors. Each Committee shall meet in executive session on a regular basis.

Engagement of Advisors. The Board and each Committee have the power to hire at the expense of Fifth Third independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of Fifth Third in advance. Directors are expected to use their best judgment in determining when such engagements are necessary and shall consider the qualifications and fees to be charged by such advisors when making their selection. The Board and/or the Committee that engages such advisor(s) shall promptly notify Fifth Third's Secretary of such engagement so that the Secretary can confirm the independence of such advisor(s) and make the necessary arrangements for the payment of fees to such advisor(s).

Dual Committees. When deemed appropriate or necessary, a Board Committee of Fifth Third Bancorp may perform the same services within the scope of its authority for any of Fifth Third's chartered bank subsidiaries or other subsidiaries that do not then have such a committee of its own. Committees acting in such dual capacities may meet simultaneously as Committees of Fifth Third Bancorp and of the relevant subsidiary, though they should hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions or other matters where Fifth Third Bancorp and the relevant subsidiary may have different interests. In addition, any such Committee should consult with internal or outside counsel if, in the opinion of the Committee, any matter under consideration by the Committee has the potential for any conflict between the interests of Fifth Third Bancorp and those of the subsidiary in order to ensure that appropriate procedures are established for addressing any such potential conflict and for ensuring compliance with Fifth Third's policies regarding Sections 23A and 23B of the Federal Reserve Act.

8. Director Access to Officers and Employees

Contacts. Directors shall have full and free access to officers, employees, and, as appropriate, independent advisors of Fifth Third. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chief Executive Officer or Secretary. A Director will use his or her judgment to ensure that any such contact is not disruptive to the business operations of Fifth Third and will, to the extent not inappropriate, copy the Chief Executive Officer and Secretary on any written communications between a Director and an officer or employee of Fifth Third.

Participation in Meetings. In addition to the Chief Executive Officer, the Chief Financial Officer and Secretary, the Board of Directors welcomes regular attendance at each Board meeting of the appropriate senior executives of Fifth Third as shall be determined from time to time. Executive management may request the attendance of managers who can provide additional expertise and knowledge on the items discussed because of their involvement or experience or who may have future potential that executive management believes should be given exposure to the Board. If the Chief Executive Officer or any Director wishes to have additional Fifth Third personnel attend meetings on a regular basis, this suggestion should be brought to the Board for consideration.

9. Director Compensation

The form and amount of Director compensation will be determined by the full Board of Directors on the recommendation of the Human Capital and Compensation Committee in accordance with the policies and principles set forth herein, in its charter and any exchange or other applicable rules. Fifth Third strives to position Director compensation competitively relative to our peer group in order to attract and retain talented candidates with significant leadership capabilities for Board services. The Human Capital and Compensation Committee reviews the Director Pay Program on an annual basis in consultation with Fifth Third's independent compensation consultant in light of best practices, peer institution benchmarking, and other relevant factors. The Board of Directors and the Human Capital and Compensation Committee will consider that the independence of Directors may be jeopardized if Director compensation and perquisites exceed customary levels, if Fifth Third makes substantial charitable contributions to organizations with which a Director is affiliated, or if Fifth Third enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated. Any Fifth Third employee who also serves as a Director will receive no additional compensation for Board service.

10. Director Orientation and Continuing Education

The Nominating and Corporate Governance Committee will establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected Directors of Fifth Third for their benefit prior to or within a reasonable period of time after their nomination or election as a Director. The comprehensive

program includes information and meetings with senior management to familiarize new Directors with Fifth Third's strategic plans, its significant business operations, financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its auditors. Informational materials are provided to Directors as soon as practical following their appointment to the Board and in-person orientation sessions occur thereafter. In addition, new Directors are provided opportunities to tour Fifth Third facilities and to attend meetings of the Board's Committees prior to their appointment to one or more Committees. The Nominating and Corporate Governance Committee also maintains oversight of the Director Education Program. Additional educational opportunities are provided to Directors throughout the year related to Fifth Third's products and services, significant risks, and applicable laws, rules, and regulations. The sessions may be held as part of or in connection with Board or Committee meetings. Fifth Third encourages Directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of Directors of publicly traded companies.

11. Reliance on Others; Liability Insurance; Indemnification and Advancement of Expenses

In discharging his or her obligations and responsibilities as a Director of Fifth Third, each Director is entitled to rely on the honesty and integrity of his or her fellow Directors and of Fifth Third's senior executives, independent auditors and other outside advisors. Further, in order to promote the ability of each Director to act in accordance with the Director's reasonable, good faith business judgment without undue concern for the substantial risk of personal liability faced by Directors of public companies, Fifth Third shall purchase and maintain Directors' and officers' liability insurance in amounts reasonably deemed appropriate and reviewed annually. Fifth Third shall bestow on the Directors the benefits of indemnification and exculpation to the fullest extent permitted by law and by Fifth Third's Articles of Incorporation, Code of Regulations and any indemnification agreements. To the extent permitted by applicable law and Fifth Third's Code of Regulations, expenses incurred by a Director defending any action, suit, or proceeding to which the Director was named by reason of the fact that he or she is a Director shall be paid by Fifth Third as they are incurred.

12. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its Committees are functioning effectively. Additionally, each Director will be offered the opportunity to provide comments directly to the Lead Independent Director. The Lead Independent Director and Nominating and Corporate Governance Committee will receive comments from the evaluation and report annually to the Board with an assessment of the Board's performance. Results of the evaluations will be shared with each Committee chair and discussed with the full Board following the completion of the evaluations. The assessment will focus on the Board's contribution to Fifth Third and specifically focus on areas in which the Board or management believes that the Board could improve.

13. Other Applicable Policies

Directors are subject to the provisions of various policies, other than these Guidelines, which have been adopted by the Board of Directors, including, but not limited to, the Code of Business Conduct and Ethics, Director Air Travel Guidelines, the Enterprise Insider Trading and Ethical Investing Policy (including, but not limited to, the Hedging Policy), the Information Disclosure Policy, the Transactions with Insiders Policy (including the applicability of Regulation O), the Non-Retaliation Policy for Employees who Report Potential Violations, and the Social Media Use Policy. These policies are approved annually by the Board and made readily available to all Board members.

14. Confidentiality

The proceedings and deliberations of the Board of Directors and its Committees are confidential. Directors must maintain the confidentiality of all confidential information obtained as a result of their membership on the Board of Directors, absent express permission from the Board to disclose such information or as required by law, and except to other Fifth Third Directors, executive officers, independent accountants, legal counsel, and financial and other advisors.

15. Amendment, Waiver and Modification

These Guidelines may be amended, modified or waived by the Board of Directors, subject to the disclosure and other provisions of laws, rules and regulations applicable to Fifth Third.

Appendix A: Non-Delegable Actions of the Board of Directors

Fifth Third's Board of Directors may delegate responsibility for certain actions within the scope of the Board's authority to its Committees or its officers to the extent such delegation is permissible by applicable law. Any such matters delegated to a Committee of the Board must be within the scope of authority granted to such Committee in its charter. Additionally, certain actions by subsidiaries of Fifth Third Bancorp may only legally require the approval of the board of such subsidiary and or its shareholders or officers. Notwithstanding any such delegation or legal requirement, the subsidiaries, Committees and/or persons to whom such actions have been delegated shall report the status of such matters to the Board of Fifth Third Bancorp from time to time as directed by the Board.

Regardless of the legality or permissibility to do so, Fifth Third believes that the following matters may not be delegated outside the Board of Directors of Fifth Third Bancorp and must be addressed by the Board of Fifth Third Bancorp as a whole even if such matter involves only a subsidiary and not Fifth Third Bancorp itself:

- any matter which is required by applicable law to be acted upon by the Board of Directors or shareholders of Fifth Third Bancorp such as amendments to Fifth Third's articles of incorporation, issuances of shares, share repurchases, mergers and consolidations, and declarations of dividends;
- any waiver of Fifth Third's Code of Business Conduct and Ethics;
- any formation, acquisition or disposition of a bank;
- any acquisition or disposition involving potential consideration in excess of the lesser of $10 billion or 10% of the assets of Fifth Third Bancorp (except for acquisitions of loans within the lending authority granted to management) or, regardless of size, requiring approval by Fifth Third Bancorp's shareholders;
- any reduction in force or layoff involving more than 10% of Fifth Third's employees;
- any capital expenditure potentially in excess of $500 million; and
- settlements with potential payment, or receipt, of funds in excess of $50 million (unless reimbursed by insurance).

Additionally, unless consideration by the whole Board of Fifth Third Bancorp is required above, Fifth Third believes that the following matters must be addressed by a Committee of the Fifth Third Bancorp Board of Directors, even if such matter involves only a subsidiary and not Fifth Third Bancorp itself:

- any acquisition or disposition involving potential consideration in excess of the lesser of $1 billion or 1% of the assets of Fifth Third Bancorp (except for acquisitions of loans within the lending authority granted to management);
- incurring or guaranteeing debt or providing collateral for the same with an unaffiliated third party potentially in excess of the lesser of $10 billion or 10% of the assets of Fifth Third Bancorp;
- any capital expenditure potentially in excess of $30 million;

- settlements with potential payment, or receipt, of funds in excess of $30 million (unless reimbursed by insurance); and
- employment contracts and arrangements with Executive Officers of Fifth Third Bancorp.

Additionally, the board of directors of a subsidiary of Fifth Third Bancorp or Committees thereof must address the following matters that pertain to such subsidiary:

- any matter which is required by applicable law to be acted upon by the board of directors of such subsidiary such as amendments to its articles of incorporation, issuances of shares, share repurchases, mergers and consolidations, and declarations of dividends must be approved by the board of directors of such subsidiary;
- any acquisition or disposition involving potential consideration in excess of the lesser of $10 billion or 10% of the assets of the subsidiary (except for acquisitions of loans within the lending authority granted to management) or, regardless of size, requiring approval by the board of directors or shareholders of that subsidiary must be acted upon by the board of directors of such subsidiary, and any acquisition or disposition involving potential consideration in excess of the lesser of $1 billion or 1% of the assets of the subsidiary (except for acquisitions of loans within the lending authority granted to management) must be acted upon by a committee of the board of directors of such subsidiary;
- incurring or guaranteeing debt or providing collateral for the same with an unaffiliated third party potentially in excess of the lesser of $1 billion or 1% of the assets of the subsidiary must be acted upon by the board of directors of such subsidiary and other any incurrence or guarantee of debt or provision of collateral for the same with an unaffiliated third party must be acted upon by a committee of the board of directors of such subsidiary;
- any capital expenditure potentially in excess of $30 million must be acted upon by the board of directors of such subsidiary;
- settlements with potential payment, or receipt, of funds in excess of $30 million must be acted upon by the board of directors of such subsidiary (unless reimbursed by insurance); and
- any agreement with regulatory authorities involving that subsidiary must be acted upon by the board of directors of such subsidiary, subject to the policies of the Bancorp and Bank.

Matters outside of those described above may be delegated to management of Fifth Third Bancorp and/or its subsidiaries and are subject to policies and authorities established by the same.