



FIFTH THIRD BANK

**Fifth Third Bank**

**Insured Depository Institution Resolution Plan:  
Public Section**

June 30, 2018

Submitted Pursuant to Section 165(d) of the Dodd-Frank Wall Street Reform and  
Consumer Protection Act and Federal Regulation 12 CFR Parts 360



## Forward-Looking Statements

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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](http://www.sec.gov) or on our Web site at [www.53.com](http://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.



## Table of Contents

<b>Introduction</b> .....	5
<b>Summary of Resolution Plan</b> .....	6
A. The Names of Material Entities.....	7
B. Description of Core Business Lines.....	8
C. Consolidated Financial Information Regarding Assets, Liabilities, Capital, and Major Funding Sources.....	10
D. Description of Derivative Activities and Hedging Activities.....	13
E. Memberships in Material Payment, Clearing, and Settlement Systems.....	16
F. Description of Foreign Operations.....	17
G. Identities of Material Supervisory Authorities.....	17
H. Identities of the Principal Officers.....	18
I. Description of the Corporate Governance Structure and Processes related to Resolution Planning..	19
J. Description of Material Management Information Systems.....	21
K. High-level Description of Resolution Strategy.....	22
<b>Conclusion</b> .....	23
<b>Glossary</b> .....	24



## Introduction

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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 “**165(d) Resolution Plan**”) under the Dodd-Frank Act and the Title I Rule. A bank holding company with less than \$100 billion in nonbank assets and where the insured depository institution’s (the “**IDI**”) subsidiaries comprise at least 85 percent of total consolidated assets may file a “Tailored” resolution plan focused on nonbank operations. For the previously submitted 165(d) Resolution Plan filed in December 2017, Fifth Third Bancorp applied for and was approved to file a “Tailored Plan” as permitted under Section 165(d).

In addition, to ensure that depositors receive prompt access to their insured deposits in the event of an IDI’s 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**”). Collectively, the 165(d) Resolution Plan and the IDI Resolution Plan comprise Fifth Third’s Resolution Plan (the “**Resolution Plan**”).

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.

Fifth Third previously submitted the Resolution Plan under the Title I Rule in December 2017. This Public Section includes elements of the Resolution Plan, however, is focused on the IDI Resolution Plan that was submitted in June 2018 in conformance with the IDI Rule.

Unless otherwise indicated, information in this Public Section is provided as of December 31, 2017.



## Summary of Resolution Plan

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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 99% 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 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 core business lines and corporate shared services.
- Fifth Third conducts no critical operations as that term is defined in the Title I Rule.<sup>1</sup>
- 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 the Treasurer. Individuals throughout the organization are designated as functional group leads for each core business lines and critical service. 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

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<sup>1</sup> 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 core business lines 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. For the purposes of the IDI Resolution Plan, only the Bank is identified as a material entity. 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 (“**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 December 31, 2017, Fifth Third had \$142 billion



in assets and operates 1,154 full-service Banking Centers, and 2,469 ATMs in Ohio, Kentucky, Indiana, Michigan, Illinois, Florida, Tennessee, West Virginia, Georgia and North Carolina. Fifth Third operates four main core business lines: Commercial Banking, Branch Banking, Consumer Lending, and Wealth & Asset Management. All of the core business lines provide and record all material activities within the Bank. As of December 31, 2017 Fifth Third's interest in Vantiv Holdings, LLC was approximately 8.6%<sup>2</sup>. The carrying value of the Fifth Third's investment in Vantiv Holdings, LLC was \$219 million as of December 31, 2017. Fifth Third is among the largest money managers in the Midwest and, as of December 31, 2017, had \$362 billion in assets under care, of which it managed \$37 billion for individuals, corporations and not-for-profit organizations.

### **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 core business lines 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 core business lines activity is recorded in the Bank.

Operational interconnectedness arises primarily due to the core business lines 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 core business lines and critical services. The Bank owns or leases all key facilities utilized by the core business lines 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 on which it depends on services to perform its activities.

### **B. Description of Core Business Lines**

For purposes of resolution planning, core business lines 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 core business

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<sup>2</sup> On January 16, 2018, Vantiv, Inc. completed its previously announced acquisition of Worldpay Group plc. With the resulting combined company named Worldpay, Inc. As a result of this transaction, Fifth Third's ownership interest was diluted from 8.6% of Vantiv Holdings LLC, to approximately 4.9% of Worldpay, Inc.





lines under the Title I and IDI Rules, which correspond to the four business segments across which Fifth Third reports its activities as summarized below.

### Core Business Lines

Core Business Line	Description
<b>Commercial Banking</b>	Commercial Banking offers credit intermediation, cash management and financial services to large and middle-market businesses and 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.
<b>Branch Banking</b>	Branch Banking provides a full range of deposit and loan products to individuals and small businesses through 2,469 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 and 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.
<b>Consumer Lending</b>	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.
<b>Wealth and Asset Management</b>	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 five main businesses: Fifth Third Securities, Inc. (“ <b>FTS</b> ”), an indirect wholly-owned subsidiary of the Bancorp; ClearArc Capital, Inc., an indirect wholly-owned subsidiary of the Bancorp; Fifth Third Insurance Agency, 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 Insurance Agency, Inc. assists clients with their financial and risk management needs. 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](http://www.sec.gov), including the Annual Report on Form 10-K for the year ended December 31, 2017.

#### Consolidated Balance Sheets for Fifth Third Bancorp (Audited)

As of December 31 (\$ in millions, except share data)	2017	2016
<b>Assets</b>		
Cash and due from banks	\$ 2,514	2,392
Available-for-sale and other securities	31,820	31,183
Held-to-maturity securities	24	26
Trading securities	862	410
Other short-term investments	2,753	2,754
Loans and leases held for sale	492	751
Portfolio loans and leases	91,970	92,098
Allowance for loan and lease losses	(1,196)	(1,253)
Portfolio loans and leases, net	90,774	90,845
Bank premises and equipment	2,003	2,065
Operating lease equipment	646	738
Goodwill	2,445	2,416
Intangible assets	27	9
Servicing rights	858	744
Other assets	6,975	7,844
<b>Total Assets</b>	<b>\$ 142,193</b>	<b>142,177</b>
<b>Liabilities</b>		
Deposits:		
Noninterest-bearing deposits	\$ 35,276	35,782
Interest-bearing deposits	67,886	68,039
Total deposits	103,162	103,821
Federal funds purchased	174	132
Other short-term borrowings	4,012	3,535
Accrued taxes, interest and expenses	1,412	1,800
Other liabilities	2,144	2,269
Long-term debt	14,904	14,388
<b>Total Liabilities</b>	<b>\$ 125,808</b>	<b>125,945</b>
<b>Equity</b>		
Common stock	\$ 2,051	2,051
Preferred stock	1,331	1,331
Capital surplus	2,790	2,756
Retained earnings	15,122	13,441
Accumulated other comprehensive income	73	59
Treasury stock	(5,002)	(3,433)
Total Bancorp shareholders’ equity	\$ 16,365	16,205
Noncontrolling interests	20	27
<b>Total Equity</b>	<b>16,385</b>	<b>16,232</b>
<b>Total Liabilities and Equity</b>	<b>\$ 142,193</b>	<b>142,177</b>

**Regulatory Capital Ratios**

The Basel III Final Rule was effective for the Bancorp on January 1, 2015 and set minimum regulatory capital ratios as well as defined the measure of “well-capitalized”.

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

(\$ in millions)	2017	2016	2015	2014	2013
Average total Bancorp shareholders' equity as a percent of average assets	<b>11.80 %</b>	11.67	11.33	11.59	11.56
Tangible equity as a percent of tangible assets	<b>9.90</b>	9.82	9.55	9.41	9.44
Tangible common equity as a percent of tangible assets	<b>8.94</b>	8.87	8.59	8.43	8.63
		<b>Basel III</b>			
		<b>Transitional</b>		<b>Basel I</b>	
CET1 capital	\$ <b>12,517</b>	12,426	11,917	-	-
Tier I capital	<b>13,848</b>	13,756	13,260	12,764	12,094
Total regulatory capital	<b>17,887</b>	17,972	17,134	16,895	16,431
Risk-weighted assets	<b>117,997</b>	119,632	121,290	117,878	115,969
<b>Regulatory capital ratios:</b>					
CET1 capital	<b>10.61 %</b>	10.39	9.82	-	-
Tier I risk-based capital	<b>11.74</b>	11.50	10.93	10.83	10.43
Total risk-based capital	<b>15.16</b>	15.02	14.13	14.33	14.17
Tier I leverage (to quarterly average assets)	<b>10.01</b>	9.90	9.54	9.66	9.73

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 ratios, in order to avoid limitations on certain capital distributions and discretionary bonus payments to executive officers. The capital conservation buffer was 0.625% in 2016 and is 1.25% in 2017. 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 AOCI in regulatory capital in the March 31, 2015 FFIEC 031 and FR Y-9C filings.

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 (“**ERMC**”) 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.

**Capital Ratios****TABLE : PRESCRIBED CAPITAL RATIOS**

	Minimum	Well-Capitalized
CET1 capital	4.50 %	6.50
Tier I risk-based capital	6.00	8.00
Total risk-based capital	8.00	10.00
Tier I leverage	4.00	5.00

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 2017 stress testing program and Comprehensive Capital Analysis and Review (“CCAR”) on February 3, 2017, with submissions of stress test results and capital plans to the Federal Reserve due on April 5, 2017, which the Bancorp submitted as required.

As a CCAR institution, the Bancorp is required to disclose the results of its company-run stress test under the supervisory adverse and supervisory severely adverse scenarios and to provide information related to the types of risk included in its stress testing, a general description of the methodologies used, estimates of certain financial results and pro forma capital ratios, and an explanation of the most significant causes of changes in regulatory capital ratios. On June 22, 2017 the Bancorp publicly disclosed the results of its company-run stress test as required by the Dodd-Frank Act stress testing rules, which is available on Fifth Third’s website at [www.53.com](http://www.53.com). With Fifth Third’s designation as a Large and Non-complex Bank, it is no longer subject to the qualitative aspects of the CCAR program.

**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 and 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.

The Bancorp’s Treasury department manages funding and liquidity based on point-in-time metrics as well as forward-looking projections, which incorporate different sources and uses of funds under base and stress scenarios. Liquidity risk is monitored and managed by the Treasury department, and a series of Policy Limits and Key Risk Indicators are established to ensure risks are managed within the Bancorp’s risk tolerance. The Bancorp maintains a contingency funding plan that provides for liquidity stress testing, which assesses the liquidity needs under varying market conditions, time horizons, asset growth rates and other events. 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. The contingency plan also outlines the Bancorp's response to various levels of liquidity stress and actions that should be taken during various scenarios.

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 or Federal National Mortgage Association 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 \$7.5 billion during the year ended December 31, 2017, compared to \$7.4 billion during the year ended December 31, 2016.

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 83% of its average total assets for the year ended December 31, 2017 and 82% for the year ended December 31, 2016. In addition to core deposit funding, the Bancorp also accesses a variety of other short-term and long-term funding sources, which include the use of the Federal Home Loan Banks 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, 2017, \$8.2 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. On June 15, 2017, the Bancorp issued and sold \$700 million of unsecured senior fixed-rate notes.

The Bank's global bank note program has a borrowing capacity of \$25.0 billion, of which \$16.7 billion is available for issuance as of December 31, 2017. On October 30, 2017, the Bank issued and sold \$1.1 billion in aggregate principal amount 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.

Prepayment volatility arises mostly from changes in fair value of the largely fixed-rate mortgage servicing rights portfolio, mortgage loans and mortgage-backed securities. The Bancorp may enter into various free-standing derivatives (principal-only swaps, interest rate swaptions, interest rate floors, mortgage options, TBAs and interest rate swaps) to economically hedge prepayment volatility. Principal-only swaps are total return swaps based on changes in the value of the underlying mortgage principal-only trust. TBAs are a forward purchase agreement for a mortgage-backed securities trade whereby the terms of the security are undefined at the time the trade is made.

Foreign currency volatility occurs as the Bancorp enters into certain loans denominated in foreign currencies. Derivative instruments that the Bancorp may use to economically hedge these foreign denominated loans include foreign exchange swaps and forward contracts.

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 economically hedges significant exposures related to these free-standing derivatives by entering into offsetting third-party contracts with approved, reputable, and independent 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:

	Notional Amount	Fair Value	
		Derivative Assets	Derivative Liabilities
<b>December 31, 2017 (\$ in millions)</b>			
<b>Derivatives Designated as Qualifying Hedging Instruments</b>			
Fair value hedges:			
Interest rate swaps related to long-term debt	\$ 3,705	297	5
Total fair value hedges		297	5
Cash flow hedges:			
Interest rate swaps related to C&I loans	4,475	-	12
Total cash flow hedges		-	12
Total derivatives designated as qualifying hedging instruments		297	17
<b>Derivatives Not Designated as Qualifying Hedging Instruments</b>			
Free-standing derivatives - risk management and other business purposes:			
Interest rate contracts related to MSRs	11,035	54	15
Forward contracts related to residential mortgage loans held for sale	1,284	1	1
Stock warrant	20	20	-
Swap associated with the sale of Visa, Inc. Class B Shares	1,900	-	137
Foreign exchange contracts	112	-	1
Total free-standing derivatives - risk management and other business purposes		75	154
Free-standing derivatives - customer accommodation:			
Interest rate contracts for customers	42,216	154	145
Interest rate lock commitments	446	8	-
Commodity contracts	4,125	165	167
TBA securities	26	-	-
Foreign exchange contracts	12,654	124	119
Total free-standing derivatives - customer accommodation		451	431
Total derivatives not designated as qualifying hedging instruments		526	585
<b>Total</b>		<b>\$ 823</b>	<b>602</b>

	Notional Amount	Fair Value	
		Derivative Assets	Derivative Liabilities
<b>December 31, 2016 (\$ in millions)</b>			
<b>Derivatives Designated as Qualifying Hedging Instruments</b>			
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
<b>Derivatives Not Designated as Qualifying Hedging Instruments</b>			
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
<b>Total</b>		<b>\$ 1,057</b>	<b>666</b>



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

During 2017, Fifth Third engaged in cash and securities transactions across different payment, clearing, and settlement (“PCS”) systems. Examples include:

**PCS Material Networks**

Network	Description
FedWire Funds Service (“ <b>FedWire</b> ”)	FedWire is a real time gross settlement system operated by the Federal Reserve Banks 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 (“ <b>CHIPS</b> ”)	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 (“ <b>SVPCO</b> ”)	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 (“ <b>SWIFT</b> ”)	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. (“ <b>DTC</b> ”)	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 (“ <b>ACH</b> ”)	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.
Zelle	Zelle is a P2P platform allowing consumer customers to send money in real time across institutions





## 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 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 represent less than 1% 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 SEC 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 permitted 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 ability to make capital distributions (such as share repurchases and dividends), 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 Fifth Third Bank as of December 31, 2017 are listed below:

Principal Officers	Positions and Offices
Greg D. Carmichael	President & Chief Executive Officer
Lars C. Anderson	Executive Vice President & Chief Operating Officer
Frank R. Forrest	Executive Vice President & Chief Risk Officer
Mark D. Hazel	Senior Vice President & Controller
Aravind Immaneni	Executive Vice President, Chief Operations & Technology Officer
Brian Lamb	Executive Vice President, Chief Corporate Responsibility & Reputation Officer
James C. Leonard	Executive Vice President & Treasurer
Philip R. McHugh	Executive Vice President & Head of Consumer Bank
Jelena McWilliams	Executive Vice President, Chief Legal Officer, & Corporate Secretary



Principal Officers	Positions and Offices
Robert Shaffer	Executive Vice President & Chief Human Resource Officer
Timothy Spence	Executive Vice President & Chief Strategy Officer
Teresa J. Tanner	Executive Vice President & Chief Administrative Officer
Tayfun Tuzun	Executive Vice President & Chief Financial Officer
Richard Stein	Executive Vice President & Head of Commercial Bank
Ralph (Mike) Michael	Executive Vice President & Head of Wealth and Asset Management
Shellie Creson	Executive Vice President & Chief Auditor

*\* Greg Carmichael was named Chairman of the Board in February 2018. Jude Schramm replaced Aravind Immaneni as the Executive Vice President and Chief Information Officer. Susan Zaunbrecher replaced Jelena McWilliams as the Chief Legal Officer and Board Secretary.*

### 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 CFO and its membership is comprised of executive and senior leaders primarily from the risk and finance departments.

### **Resolution Planning Council**

The Resolution Planning Council is responsible for providing continued guidance and monitoring of the Resolution Plan to ensure alignment with changes to the regulatory environment. The Resolution Planning Council 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**

The resolution planning working group is comprised of members from each core business lines, 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. 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 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

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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.



**GLOSSARY**

Defined Term	Definition
<b>ACH</b>	Automated Clearing House
<b>AOCI</b>	Accumulated Other Comprehensive Income
<b>Bancorp</b>	Fifth Third Bancorp
<b>Bank</b>	Fifth Third Bank and all of its subsidiaries
<b>Bankruptcy Code</b>	Chapter 11 of the U.S. Bankruptcy Code
<b>BHC</b>	Bank Holding Company
<b>Board of Governors</b>	Board of Governors of the Federal Reserve System
<b>CCAR</b>	Comprehensive Capital Analysis and Review
<b>CFO</b>	Chief Financial Officer
<b>CFPB</b>	Consumer Financial Protection Bureau
<b>Chapter 11 Plan</b>	A debtor has an initial 120-day period during which it exclusively can file a Chapter 11 plan providing for the reorganization or liquidation of the debtor
<b>CHIPS</b>	Clearing House Interbank Payment Systems
<b>CIDI</b>	Covered Insured Depository Institution
<b>CIO</b>	Chief Information Officer
<b>Covered Company</b>	A bank holding company registered with the Board of Governors with consolidated assets in excess of \$50 billion defined by the Title I Rule
<b>Dodd-Frank Act</b>	Dodd-Frank Wall Street Reform and Consumer Protection Act
<b>DTC</b>	Deposit Trust Company
<b>ERM</b>	Enterprise Risk Management
<b>ERMC</b>	Enterprise Risk Management Committee
<b>EUR</b>	European Representative Office
<b>FCCT I,II</b>	First Charter Capital Trust I, II
<b>FDIA</b>	Federal Deposit Insurance Act
<b>FDIC</b>	Federal Deposit Insurance Corporation
<b>FedWire</b>	FedWire Fund Services
<b>FFIEC</b>	Federal Financial Institutions Examination Council
<b>Fifth Third</b>	Fifth Third Bancorp collectively with all of its subsidiaries
<b>Financial Corp.</b>	Fifth Third Financial Corporation
<b>FTS</b>	Fifth Third Securities, Inc.
<b>IDI</b>	Insured Depository Institution
<b>IDI Resolution Plan</b>	Resolution plan for the CIDI
<b>IDI Rule</b>	Resolution plans required for insured depository institutions with \$50 billion or more in total assets
<b>IT</b>	Information Technology
<b>ME</b>	Material Entity
<b>MIS</b>	Management Information System
<b>PCS</b>	Payment, Clearing and Settlement Systems
<b>RCC</b>	Risk and Compliance Committee





Defined Term	Definition
<b>Resolution Plan</b>	The resolution plan prepared by the Bank to meet the requirements of the IDI Rule
<b>Resolution Plan</b>	A plan for a company's rapid and orderly resolution in the event of material financial distress or failure
<b>Rules</b>	Title I and IDI Rules
<b>SEC</b>	U.S. Securities and Exchange Commission
<b>SLK</b>	SLK Global BPO Services Private Limited
<b>SVPCO</b>	The Small Value Payments Company, LLC
<b>SWIFT</b>	Society for Worldwide Interbank Financial Telecommunications
<b>TBA</b>	To be announced
<b>Title I Rule</b>	Title I of the Dodd-Frank Wall Street Reform and Consumer Protection Act
<b>UK</b>	United Kingdom
<b>Vantiv</b>	Vantiv Holdings LLC
<b>WAM</b>	Wealth and Asset Management
<b>Wind Down and Liquidation Strategy</b>	Bancorp and Financial Corp. wind down and liquidation in bankruptcy



**FIFTH THIRD BANK**