

FIFTH THIRD BANCORP  
Form DEF 14A  
March 06, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES**

**EXCHANGE ACT OF 1934**

(AMENDMENT NO. )

Filed by the Registrant

Filed by a Party other than the Registrant

**Check the appropriate box:**

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**FIFTH THIRD BANCORP**

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

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**38 FOUNTAIN SQUARE PLAZA**

**CINCINNATI, OHIO 45263**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

March 6, 2014

To the Shareholders of Fifth Third Bancorp:

You are cordially invited to attend the Annual Meeting of the Shareholders of Fifth Third Bancorp to be held at the Regency Ballroom, located on the third floor of the Hyatt Regency Cincinnati, at 151 West 5<sup>th</sup> Street, Cincinnati, Ohio on Tuesday, April 15, 2014 at 11:30 a.m. for the purposes of considering and acting upon the following:

- (1) Election of all members of the Board of Directors to serve until the Annual Meeting of Shareholders in 2015.
- (2) Approval of the appointment of the firm of Deloitte & Touche LLP to serve as the independent external audit firm for the Company for the year 2014.
- (3) The proposal described in the proxy statement to approve the Fifth Third Bancorp 2014 Incentive Compensation Plan, including the issuance of up to an additional 36,000,000 shares of common stock thereunder. The proposed Fifth Third Bancorp 2014 Incentive Compensation Plan is attached as Annex A to the Proxy Statement and is incorporated therein by reference.
- (4) An advisory approval of the Company's executive compensation.
- (5) An advisory vote to determine whether the shareholder vote on the compensation of the Company's executives will occur every 1, 2, or 3 years.
- (6) Transaction of such other business that may properly come before the Annual Meeting or any adjournment thereof. Shareholders of record at the close of business on February 28, 2014 will be entitled to vote at the Annual Meeting.

**All shareholders who find it convenient to do so are invited to attend the Annual Meeting in person. In any event, please vote at your earliest convenience by signing and returning the proxy card you receive or by voting over the internet or by telephone.**

If you plan to attend the Annual Meeting:

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Please note that space limitations make it necessary to limit attendance only to shareholders of the Company and the holders of shareholder proxies. Admission to the Annual Meeting will be on a first-come, first-served basis and will require presentation of a valid driver's license or other federal or state issued photo identification card. Shareholders of record should bring the admission ticket attached to their proxy card or the Notice of Internet Availability they receive in order to be admitted to the meeting. Street name shareholders will need to bring a notice regarding the availability of proxy materials, the top portion of a voting instruction form or a recent proxy or letter from the bank, broker or other intermediary that holds the beneficial holders' shares and which confirms the beneficial holders' ownership of those shares. Registration and seating will begin at approximately 11:00 a.m. Communication and recording devices will not be permitted at the Annual Meeting. A copy of the regulations for conduct at the Annual Meeting is attached as Annex B to the proxy statement.

If you have any questions or need assistance voting your shares, please call D.F. King & Co., Inc., which is assisting us, toll-free at 1-800-859-8509.

By Order of the Board of Directors

Mary E. Tuuk

*Board Secretary*

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**38 Fountain Square Plaza  
Cincinnati, Ohio 45263**

**2014 PROXY STATEMENT**

This proxy statement, notice of the 2014 Annual Meeting, form of proxy, and the Annual Report of the Company for the year 2013 are first being sent or made available to shareholders on or about March 6, 2014.

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### **QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

#### **What is this document?**

This document is called a proxy statement. This proxy statement includes information regarding the matters to be acted upon at the 2014 Fifth Third Bancorp Annual Meeting of Shareholders (the **Annual Meeting** ) and certain other information required by the Securities and Exchange Commission (the **SEC** ) and the rules of the Nasdaq Global Select Market ( **Nasdaq** ).

#### **When is the Annual Meeting and where will it be held?**

The Annual Meeting will be held on Tuesday, April 15, 2014, at the Regency Ballroom, located on the third floor of the Hyatt Regency Cincinnati, at 151 West 5<sup>th</sup> Street, Cincinnati, Ohio at 11:30 A.M. Eastern Daylight Time.

#### **Why am I being provided this proxy statement?**

Fifth Third Bancorp (the **Company** or **Fifth Third** ) is required by the SEC to give you, or provide you access to, this proxy statement because it is soliciting your proxy to vote your shares of Fifth Third stock at the Annual Meeting. The enclosed proxy statement summarizes information you need in order to vote at the Annual Meeting.

#### **What is a proxy?**

A proxy is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your shares. Three Fifth Third directors, William M. Isaac, Kevin T. Kabat and Mitchel D. Livingston, Ph.D., have been designated as the proxies to cast the votes of Fifth Third's shareholders at the Annual Meeting.

#### **What actions are shareholders approving at the Annual Meeting?**

**Election of Directors.** Twelve director nominees have been recommended for election to the Board of Directors by the Nominating and Corporate Governance Committee of the Board. The nominees for election are: Nicholas K. Akins, B. Evan Bayh, Ulysses L. Bridgeman, Jr., Emerson L. Brumback, James P. Hackett, Gary R. Heminger, Jewell D. Hoover, Kevin T. Kabat, Mitchel D. Livingston, Ph.D., Michael B. McCallister, Hendrik G. Meijer, and Marsha C. Williams. Information about these nominees may be found in the proxy statement section titled Election of Directors.

**Company Proposal 1: Ratification of Auditors.** This is a proposal to ratify the reappointment of Deloitte & Touche LLP as the Company's independent external audit firm for 2014. This approval is not required by law to appoint an independent external audit firm, but this

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appointment is submitted by the Audit Committee in order to give shareholders a voice in the designation of the independent external audit firm. If this resolution is rejected by the shareholders, then the Audit Committee will reconsider its choice of independent external audit firm. Even if this resolution is approved, the Audit Committee, at its discretion, may direct the appointment of a different independent external audit firm at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

[Company Proposal 2: Approval of Fifth Third Bancorp 2014 Incentive Compensation Plan](#). Company Proposal 2 is a proposal to approve the Fifth Third Bancorp 2014 Incentive Compensation Plan, including the issuance of up to an additional 36,000,000 shares of common stock. The 2014 Incentive Compensation Plan, if approved, would replace the Fifth Third Bancorp 2011 Incentive Compensation Plan approved by the company's shareholders at the annual shareholders meeting held on April 19, 2011.



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**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

Company Proposal 3: Advisory Approval of Executive Compensation. Proposal 3 is an annual advisory vote to approve the compensation of Fifth Third's named executive officers, or NEOs. The Board will strongly consider the outcome of this advisory vote in determining the compensation of such executives. In 2013, over 94% of Fifth Third's shareholders who voted approved the Company's executive compensation program.

Company Proposal 4: Advisory Vote to Determine Frequency of Executive Compensation Votes. Proposal 4 is an advisory vote to determine how often shareholders will be given the opportunity to approve the compensation of the Company's NEOs: either every one, every two, or every three years. The Board will strongly consider the outcome of these votes in determining how often the shareholders are provided a say on pay vote. At the 2013 Annual Meeting, Fifth Third's shareholders supported the Board's recommendation that shareholders be provided the option to cast an advisory vote every one year on the compensation of the Company's NEOs. Accordingly, the Board decided to hold a say on pay vote annually.

**What vote is required to approve the proposals considered at the Annual Meeting?**

Election of Directors

As long as cumulative voting is not in effect, in an uncontested election of directors those nominees for director receiving a greater number of votes for his or her election than votes against his or her election will be elected as directors. In the event of a contested election or if cumulative voting is in effect, the twelve nominees receiving the greatest number of votes for his or her election shall be elected. Shares not voted by brokers and other entities holding shares on behalf of beneficial owners will not be counted and will have no effect on the outcome of the election.

All Other Proposals

All other proposals at the Annual Meeting require the affirmative vote of a majority of the votes entitled to be cast by the holders of the Company's common stock present or represented at the Annual Meeting and entitled to vote. Abstentions have the same effect as a vote cast against a proposal. Shares not voted by brokers and other entities holding shares on behalf of beneficial owners will have no effect on the outcome.

It is important to vote your shares at the Annual Meeting.

**Who may vote and what constitutes a quorum at the meeting?**

Holders of Fifth Third common stock on February 28, 2014 are entitled to vote at the Annual Meeting.

In order to conduct the Annual Meeting, a majority of shares of Fifth Third common stock entitled to vote at the Annual Meeting on every matter that is to be voted on must be present in person or by proxy. This is called a quorum. Shareholders who deliver valid proxies or vote in person at the meeting will be considered part of the quorum. Once a share is represented for any purpose at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjourned meeting. Abstentions will be counted as present and entitled to vote for purposes of determining a quorum. Broker non-votes (which are explained below) are counted as present and entitled to vote for purposes of

determining a quorum only for routine matters.

**How many votes do I have?**

Each share of Fifth Third common stock outstanding on February 28, 2014 is entitled to one vote on all proposals at the meeting. As of the close of business on February 28, 2014, there were approximately 851,544,595 shares of Fifth Third Common Stock outstanding and entitled to vote.

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### **QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

If notice in writing is given by any shareholder to the President, a Vice President, or the Secretary of the Company not less than forty-eight (48) hours before the time fixed for holding a meeting of shareholders for the purpose of electing Directors that a shareholder desires that the voting at such election shall be cumulative, and if an announcement of the giving of such notice is made upon the convening of the meeting by the Chairman or Secretary or by or on behalf of the shareholder giving such notice, each shareholder shall have the right to cumulate such voting power as he or she possesses in voting for Directors. This will not affect the voting procedures for the other proposals considered at the Annual Meeting.

#### **How do I vote?**

##### Record Shareholders

A shareholder who owns their shares in their own name may vote in person at the Annual Meeting by filling out a ballot or may authorize a proxy to vote on his or her behalf. There are three ways to authorize a proxy:

1. **Internet:** You may access the proxy materials on the Internet at [www.cesvote.com](http://www.cesvote.com) and follow the instructions on the proxy card or on the Notice of Internet Availability.
2. **Telephone:** You may call toll-free 1-888-693- 8683, and follow the instructions on the proxy card or on the Notice of Internet Availability.
3. **Mail:** If you received your proxy materials by mail, you may vote by signing, dating and mailing the enclosed proxy card in the postage-paid envelope provided.

Shareholders who vote over the Internet may incur costs, such as telephone and Internet access charges, for which the shareholder is responsible. The Internet and telephone voting procedures are designed to authenticate a shareholder's identity and to allow a shareholder to vote his or her shares and confirm that his or her instructions have been properly recorded. You may use the Internet or telephone to submit your proxy until 11:00 a.m., Eastern time, on the morning of the Annual Meeting, April 15, 2014.

##### Street Name Shareholders

Shareholders who hold shares in street name, that is, through a broker, bank or other nominee, should instruct their nominee to vote their shares by following the instructions provided by the nominee. Your vote as a shareholder is important. Please vote as soon as possible to ensure that your vote is recorded. See [Can my broker vote for me?](#) below.

#### **What if I sign and date my proxy but do not provide voting instructions?**

A proxy that is signed and dated, but which does not contain voting instructions will be voted as follows:

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FOR the election of each of the twelve directors nominated by the Fifth Third Nominating and Corporate Governance Committee;

FOR the ratification of Deloitte & Touche LLP as Fifth Third's auditors (Company Proposal 1);

FOR the adoption of the Fifth Third Bancorp 2014 Incentive Compensation Plan and the issuance of up to an additional 36,000,000 million shares of common stock (Company Proposal 2);

FOR the advisory vote on executive compensation (Company Proposal 3); and

For holding an advisory vote for approval of the compensation of the Company's executives every 1 Year (Company Proposal 4).

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### QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

#### Can my broker vote for me?

If you are a beneficial owner of shares held in street name through a broker, bank or other nominee and do not provide the organization that holds your shares with specific voting instructions then, under applicable rules, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a broker non-vote.

All proposals at the Annual Meeting except Company Proposal 1 (Ratification of Auditors) are considered non-routine matters under applicable rules. A broker, bank or other nominee cannot vote without instructions on non-routine matters, and therefore broker non-votes may exist in connection with Company Proposals 2, 3, and 4. It is important to instruct your broker, bank or other nominee to vote your shares.

The ratification of Deloitte & Touche LLP as the Company's independent external audit firm for 2014 (Company Proposal 1) is considered a routine matter under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected to exist in connection with Company Proposal 1.

#### Can I change my vote or revoke my proxy?

You may change your vote or revoke your proxy at any time before it is voted at the Annual Meeting by filing with the Company an instrument revoking it, filing a duly executed proxy bearing a later date (including a proxy given over the Internet or by telephone), or by attending the meeting and electing to vote in person. *Even if you plan to attend the Annual Meeting, you are encouraged to vote your shares by proxy.*

#### How are proxy materials delivered?

Fifth Third controls its costs by following SEC rules that allow for the delivery of proxy materials to the Company's shareholders primarily through the Internet. In addition to reducing the amount of paper used in producing these materials, this method lowers the costs associated with mailing the proxy materials to shareholders. Shareholders who own shares directly in Fifth Third and not through a bank, broker or intermediary (record holders) will have a Notice of Internet Availability of Proxy Materials delivered directly to their mailing address. Shareholders whose shares are held for them by banks, brokerages or other intermediaries (beneficial holders) will have a Notice of Internet Availability of Proxy Materials forwarded to them by the intermediary that holds the shares. Shareholders who have requested paper copies of all proxy materials and certain institutional and other shareholders will also receive paper copies of the other proxy materials including this proxy statement, the 2013 Annual Report of Fifth Third Bancorp and a proxy card or voting instruction sheet.

If you received only a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials unless you request a copy by following the instructions on the notice. The Notice of Internet Availability of Proxy Materials also contains instructions for accessing and reviewing the proxy materials over the Internet and provides directions for submitting your vote over the Internet.

**What if I share an address and a last name with other Fifth Third shareholders?**

To reduce the expenses of delivering duplicate proxy materials to shareholders, the Company is relying upon SEC householding rules that permit it to deliver only one set of applicable proxy materials to multiple

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### **QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

shareholders who share an address and have the same last name, unless the Company receives contrary instructions from any shareholder at that address. Shareholders of record who have the same address and last name and have not previously requested electronic delivery of proxy materials will receive a single envelope containing the Notices or the Proxy Statement and Proxy Card for all shareholders having that address. The Notice or Proxy Card for each shareholder will include that shareholder's unique control number needed to vote his or her shares. This procedure reduces our printing costs and postage fees. If, in the future, you do not wish to participate in householding and prefer to receive your Notice or Proxy Statement in a separate envelope, please call us toll-free at 1-800-859-8509 in the U.S., or inform us in writing at: Fifth Third Bancorp, c/o D.F. King & Co., Inc., 48 Wall Street 22<sup>nd</sup> Floor, New York, NY 10005, or by email at FITB@dfking.com. We will respond promptly to such requests.

For those shareholders who have the same address and last name and who request to receive a printed copy of the proxy materials by mail, we will send only one copy of such materials to each address unless one or more of those shareholders notifies us, in the same manner described above, that they wish to receive a printed copy for each shareholder at that address.

Beneficial shareholders can request information about householding from their banks, brokers or other holders of record.

#### **How do I request a paper or e-mail copy of the proxy materials?**

##### Record Shareholders

You may request a paper or e-mail copy of the proxy materials by following the instructions below. You will be asked to provide your 11-digit control number located on your proxy card or Notice of Internet Availability.

1. Call the toll-free telephone number 1-800-516-1564 and follow the instructions provided, or
2. Access the website [www.SendMaterial.com](http://www.SendMaterial.com) and follow the instructions provided, or
3. Send an e-mail to [papercopy@SendMaterial.com](mailto:papercopy@SendMaterial.com) with your control number in the Subject line. Unless you instruct otherwise, we will reply to your e-mail with links to the proxy materials in PDF format for this meeting only.

Please make your request for a copy on or before April 1, 2014 to facilitate timely delivery.

##### Street Name Shareholders

Shareholders who hold shares in street name, that is, through a broker, bank or other nominee, should request copies of the proxy materials by following the instructions provided by the nominee.

#### **Can I attend the Annual Meeting?**

You can attend the Annual Meeting if you are a:

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1. Record holder of Fifth Third common stock.
2. Beneficial holder of Fifth Third common stock.
3. Authorized representative of persons or entities who are beneficial holders of Fifth Third common stock.



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**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

In addition to a valid photo ID or other satisfactory proof of identification, you should bring the following items to be admitted to the Annual Meeting:

A) Record holders must present the admission ticket attached to their proxy card or Notice of Internet Availability.

B) Beneficial holders must present evidence of their ownership. Materials that appropriately evidence ownership include: a notice regarding the availability of proxy materials, the top portion of a voting instruction form or a recent proxy or letter from the bank, broker or other intermediary that holds the beneficial holders' shares and which confirms the beneficial holders' ownership of those shares.

C) In addition to any evidence required under (B) above for beneficial holders, authorized representatives of beneficial holders must present a letter from the record holder certifying as to the beneficial ownership of the entity they represent and a letter from the beneficial holder certifying as to their status as an authorized representative.

No recording devices, photographic equipment or bullhorns will be permitted into the Annual Meeting. No written materials may be distributed by any person at or in physical proximity to the Annual Meeting. The Chairman of the Annual Meeting shall have the power to silence or have removed any person in order to ensure the orderly conduct of the Annual Meeting. Fifth Third representatives will be at the entrance to the Annual Meeting and these representatives will have the authority, on the Company's behalf, to determine whether the admission policy and procedures are being followed and whether you will be granted admission to the Annual Meeting.

**How do I propose actions for the 2015 Annual Meeting of Shareholders?**

In order for shareholder proposals for the 2015 Annual Meeting of Shareholders to be eligible for inclusion in the Company's proxy statement, they must be received by the Company on or before November 6, 2014 at the following address or facsimile number:

Fifth Third Bancorp

38 Fountain Square Plaza

MD10AT76

Cincinnati, Ohio 45263

Attn: Board Secretary

Facsimile: (513) 534-6757

Any shareholder who intends to propose any other matter to be acted upon at the 2015 Annual Meeting of Shareholders (but not include such proposal in the Company's proxy statement) must inform the Company no later than January 20, 2015. If notice is not provided by that date, the persons named in the Company's proxy for the 2015 Annual Meeting will be allowed to exercise their discretionary authority to vote upon any such proposal without the matter having been discussed in the proxy statement for the 2015 Annual Meeting.

**Who can I call for help in voting my shares?**

If you have any questions or need assistance voting your shares, please call D.F. King & Co., Inc., which is assisting us, toll-free at 1-800-859-8509.

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**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

**Who can I contact with questions about my investment in Fifth Third?**

Shareholders who wish to speak to a Fifth Third representative regarding their investment in Fifth Third may communicate directly with Fifth Third's Investor Relations Department by calling 513-534-4546. In addition, shareholders may communicate in writing directly with the Investor Relations Department by sending a letter to 38 Fountain Square Plaza, MD 1090QC, Cincinnati, OH 45263 or by emailing [ir@53.com](mailto:ir@53.com). You can also view information and request documents from the Investor Relations page of Fifth Third's website at [www.53.com](http://www.53.com).

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**INFORMATION ABOUT THE 2014 ANNUAL MEETING**

The Board of Directors of Fifth Third Bancorp (the Company) is soliciting proxies for the Annual Meeting of Shareholders to be held at the Regency Ballroom, located on the third floor of the Hyatt Regency Cincinnati, at 151 West 5<sup>th</sup> Street, Cincinnati, Ohio on Tuesday, April 15, 2014 at 11:30 a.m. (the Annual Meeting). Each of the approximately 851,544,595 shares of common stock outstanding on February 28, 2014 is entitled to one vote on all matters acted upon at the Annual Meeting. Only share holders of record on the books of the Company at the close of business on February 28, 2014 will be entitled to vote at the Annual Meeting, either in person or by proxy. The shares represented by all properly executed proxies which are sent to the Company will be voted as designated and each not designated will be voted and counted as described in this proxy statement. Each person giving a proxy may revoke it by giving notice to the Company in writing or in open meeting at any time before it is voted.

The laws of Ohio under which the Company is incorporated provide that if notice in writing is given by any shareholder to the President, a Vice President, or the Secretary of the Company not less than forty-eight (48) hours before the time fixed for holding a meeting of shareholders for the purpose of electing Directors that such shareholder desires that the voting at such election shall be cumulative, and if an announcement of the giving of such notice is made upon the convening of the meeting by the Chairman or Secretary or by or on behalf of the shareholder giving such notice, each shareholder shall have the right to cumulate such voting power as he or she possesses in voting for Directors. This will not affect the voting procedures for the other proposals considered at the Annual Meeting.

The expense of soliciting proxies will be borne by the Company. Proxies will be solicited principally by mail, but may also be solicited by the Directors, officers, and other regular employees of the Company, who will receive no compensation therefore in addition to their regular compensation. Brokers and others who hold stock on behalf of others will be asked to send proxy material to the beneficial owners of the stock, and the Company will reimburse them for their expenses.

The Company has retained D.F. King & Co., Inc., a proxy solicitation firm, to assist the Company in soliciting proxies. The Company anticipates that the costs of D.F. King's services will be approximately \$12,000.

The Annual Report of the Company for the year 2013, including financial statements, has been delivered or made available to all shareholders. Such report and financial statements are not a part of this proxy statement. This proxy statement, form of proxy, notice of the Annual Meeting, and the Annual Report are first being sent or made available to shareholders on or about March 6, 2014.

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Under Section 13(d) of the Securities Exchange Act of 1934 (the Exchange Act ), a beneficial owner of a security is any person who directly or indirectly has or shares voting power or investment power over such security. Such beneficial owner under this definition need not enjoy the economic benefit of such securities. The following are the only shareholders known to the Company to be deemed to be beneficial owners of 5% or more of the common stock of the Company as of December 31, 2013:

<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Common Stock	BlackRock, Inc. 40 East 52nd Street New York, NY 10022	69,295,982	7.8%
Common Stock	The Vanguard Group PO Box 2600 V26 Valley Forge, PA 19482-2600	45,582,455	5.2%
Common Stock	State Street Corporation State Street Financial Center One Lincoln Street Boston, MA 02111	44,222,774	5.0%

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires the Company's Executive Officers and Directors, and persons who own more than ten percent of a registered class of the Company's stock, to file reports of ownership and changes in ownership with the SEC. Executive Officers, Directors and greater than ten percent shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no Annual Statement of Changes In Beneficial Ownership of Securities on Form 5 were required for those persons, the Company believes that, for the period January 1, 2013 through December 31, 2013, its Executive Officers and Directors complied with all filing requirements applicable to them except for the failure to timely report on Form 4 a grant by the Company of shares of restricted stock to its Chief Risk and Credit Officer, Frank R. Forrest. This transaction was subsequently reported on a Form 4.

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**ELECTION OF DIRECTORS**

**(Item 1 on Proxy Card)**

In accordance with the Company's Code of Regulations, Directors are elected annually to a one (1) year term expiring at the next Annual Meeting of Shareholders. The terms of the Directors listed below expire at the Annual Meeting on April 15, 2014 and these individuals constitute the nominees to be elected to serve until the Annual Meeting of Shareholders in 2015. In accordance with the retirement guidelines set forth in the Company's Corporate Governance Guidelines, Darryl F. Allen, William M. Isaac and John J. Schiff, Jr. will retire at the Annual Meeting. Messrs. Allen, Isaac and Schiff have generously given valuable service to the Company as Directors for many years. The Board of Directors has voted to decrease the size of the Board such that no vacancies will result from Mr. Allen's, Mr. Isaac's and Mr. Schiff's retirement. Any vacancies that occur after the Directors are elected may be filled by the Board of Directors in accordance with law for the remainder of the full term of the vacant directorship.

Director candidates are nominated by the Company's Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee's Charter directs the Committee to investigate and assess the background and skills of potential candidates and to maintain an active file of suitable candidates for directors. The Nominating and Corporate Governance Committee utilizes its pool of existing subsidiary and affiliate directors as well as the significant network of business contacts of its existing Directors and executive management as the primary pipeline from which its Director candidates are identified. The Company has also retained Diversified Search and Heidrick & Struggles International, Inc. to aid it in identifying potential Director candidates. Upon identifying a candidate for serious consideration, the Company's Chief Executive Officer and one or more members of the Nominating and Corporate Governance Committee initially interviews such candidate. If the candidate merits further consideration, the candidate subsequently interviews with all other Nominating and Corporate Governance Committee members (individually or as a group), and ultimately meets the remaining Directors. The Nominating and Corporate Governance Committee elicits feedback from all persons who meet the candidate and then determines whether or not to nominate the candidate.

The Company's Corporate Governance Guidelines set forth the following criteria for Directors: independence (in order to compose a Board of Directors that has a majority of its members who are independent); highest personal and professional ethics and integrity; willingness to devote sufficient time to fulfilling duties as a Director; impact on the diversity of the Board's overall experience in business, government, education, technology and other areas relevant to the Company's business; impact on the diversity of the Board's composition in terms of age, skills, ethnicity and other factors relevant to the Company's business; and number of other public company boards on which the candidate may serve (generally, should not be more than three public company boards in addition to the Company). The Company's Corporate Governance Guidelines provide that shareholders may propose nominees by submitting the names and qualifications of such persons to the Nominating and Corporate Governance Committee no later than December 31 of each year. Submissions are to be addressed to the Nominating and Corporate Governance Committee at the Company's executive offices, which submissions will then be forwarded to the Committee. The Nominating and Corporate Governance Committee would then evaluate the possible nominee using the criteria outlined above and would consider such person in comparison to all other candidates. The Nominating and Corporate Governance Committee is not obligated to nominate any such individual for election. No such shareholder nominations have been received by the Company for this Annual Meeting. Accordingly, no rejections or refusals of such candidates have been made by the Company.

The Nominating and Corporate Governance Committee of the Board of Directors has nominated for election as Directors the following twelve (12) persons: Nicholas K. Akins, B. Evan Bayh, Ulysses L. Bridgeman, Jr., Emerson L. Brumback, James P. Hackett, Gary R. Heminger, Jewell D. Hoover, Kevin T. Kabat, Mitchel D. Livingston, Ph.D., Michael B. McCallister, Hendrik G. Meijer, and Marsha C. Williams. Unless instructed otherwise, it is the intention of the persons named in the Proxy to vote for the election of all nominees named. If any nominee(s) shall be unable to serve, which is not now contemplated, the proxies will be voted for such substitute

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**ELECTION OF DIRECTORS**

nominee(s) as the Nominating and Corporate Governance Committee of the Board of Directors recommends. Proxies in the form solicited hereby which are returned to the Company will be voted in favor of the twelve (12) nominees specified above unless otherwise instructed by the shareholder. Shares not voted by brokers and other entities holding shares on behalf of beneficial owners will not be counted and will have no effect on the outcome of the election in accordance with Ohio law and the Company's Articles of Incorporation and Code of Regulations. **The Board of Directors recommends a vote For each of the candidates for Director named above.**

Under Ohio law and the Company's Articles of Incorporation and Code of Regulations, as long as cumulative voting is not in effect, in an uncontested election of Directors (*i.e.*, an election where the number of candidates nominated for election to the Board of Directors equals the number of Directors to be elected), those persons receiving a greater number of votes for his or her election than votes against his or her election will be elected as Directors. In the event of a contested election or if cumulative voting is in effect, the twelve nominees receiving the greatest number of votes for his or her election shall be elected. The Company has also adopted provisions of its Corporate Governance Guidelines stating that, as long as cumulative voting is not in effect, in an uncontested election 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 will promptly tender his or her resignation to the Chairman 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. 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 against vote (if known) and whether these reasons can be cured, and compliance with stock exchange listing standards and the Corporate Governance Guidelines. The Board will act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the shareholders' meeting at which the election occurred. 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.

Table of Contents**ELECTION OF DIRECTORS**

The following tables set forth information with respect to each Director nominee for election at the Annual Meeting including their business experience, share holdings and qualifications as a Director of the Company. The Board of Directors has determined that all Directors have met the independence standards of Rule 4200(a)(15) of the National Association of Securities Dealers listing standards with the exception of Mr. Kabat.

Name, Age and Principal Occupation During the Past Five Years <i>Nominees for Election as Directors:</i>	Director Since	Shares of Company Common Stock Beneficially Owned on December 31, 2013 <sup>(1)</sup>	
		Number <sup>(2)</sup>	Percent of Class
<b>NICHOLAS K. AKINS</b> , 53, is the Chairman, President & Chief Executive Officer of American Electric Power.	2013	0	0%

Mr. Akins possesses valuable business expertise obtained in his role as the Chief Executive Officer of a large, multi-state electric utility where he gained experience from a focus on local operating utilities, community involvement, government relations and regulations at the state, local and federal levels. Mr. Akins has experience in all facets of operational, financial and compliance related activities in a heavily regulated business and industry.

<b>B. EVAN BAYH III</b> , 58, is a Partner for the law firm McGuireWoods LLP and a senior advisor to the private equity firm, Apollo Global Management. Mr. Bayh also serves on the Board of Directors of Marathon Petroleum Corporation, Berry Plastics Group, Inc. and RLJ Lodging Trust.	2011	15,358	.0018%
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For two decades, first as Governor of Indiana and then in the United States Senate, Mr. Bayh dealt with a variety of financial, economic and policy issues that impact a wide variety of businesses. He had supervisory authority over thousands of employees and oversaw a budget in excess of \$10 billion. As a member of the Senate Banking Committee and Chairman of the International Trade and Finance Subcommittee, Mr. Bayh gained perspective on issues of particular relevance to Fifth Third Bancorp.

<b>ULYSSES L. BRIDGEMAN, JR.</b> , 60, is the owner and president of B.F. Companies, which operates a number of Wendy's Old Fashioned Hamburger restaurants and Chili's restaurants. Director of Churchill	2007	37,490	.0044%
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Downs, Incorporated.

Mr. Bridgeman brings entrepreneurial business knowledge and experience to the Board through his ownership and operation of a restaurant franchise with 300 locations in 11 states. He also has intimate knowledge of the Company through his experience as a director of one of the Company's banking affiliates in Louisville, Kentucky.

Table of Contents**ELECTION OF DIRECTORS**

Name, Age and Principal Occupation During the Past Five Years	Director Since	Shares of Company Common Stock Beneficially Owned on December 31, 2013 <sup>(1)</sup>	
		Number <sup>(2)</sup>	Percent of Class
<b>EMERSON L. BRUMBACK</b> , 62, Retired President & COO of M&T Bank. Former director of M&T Bank Corporation.	2009	35,781	.0042%

Mr. Brumback possesses a vast amount of knowledge regarding banking though his 30+ years of experience in the financial services industry with several banking organizations including the Buffalo branch of the Federal Reserve Bank of New York. He has gained valuable insight through his experience in executive positions overseeing many aspects of the banking field including retail banking, commercial banking, banking operations and systems. He also brings his experience as a board member with another financial services company.

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<b>JAMES P. HACKETT</b> , 58, Vice Chair and Director of Steelcase Inc., a manufacturer of office systems. Previously Mr. Hackett also served as the CEO of Steelcase Inc. until March 1, 2014 and its President until April 2013. Trustee of The Northwestern Mutual Life Insurance Company. Director of Ford Motor Company.	2001	53,452	.0063%
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Mr. Hackett's knowledge and experience in leading a large global organization are valuable attributes for his service as a Director. He also possesses skills in building a lean manufacturing environment and has directed the innovation of legacy businesses and practices. Mr. Hackett also brings his knowledge and experience of the financial services industry gained from his position as a Director of a large insurance company and a predecessor banking organization.

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<b>GARY R. HEMINGER</b> , 60, President, CEO and Director of Marathon Petroleum Corporation and the Chairman and CEO of MPLX LP.	2006	39,932	.0047%
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Mr. Heminger possesses valuable business knowledge gained from his responsibilities in overseeing all operations, performance, reporting and financial metrics for Marathon's refining, marketing transportation and Speedway business and has financial experience through his oversight of all financial data, working capital, and merger and acquisition activity.



Table of Contents**ELECTION OF DIRECTORS**

Name, Age and Principal Occupation During the Past Five Years	Director Since	Shares of Company Common Stock Beneficially Owned on December 31, 2013 <sup>(1)</sup>	
		Number <sup>(2)</sup>	Percent of Class
<b>JEWELL D. HOOVER</b> , 65, Principal and bank consultant with Hoover and Associates, LLC and author of the Ultimate Guide for Bank Directors. Ms. Hoover is a former director of First Charter Corporation.	2009	33,265	.0039%

Ms. Hoover's qualifications for service as a Director of the Company include 28 years of service with the Office of the Comptroller of the Currency- including service as the Deputy Comptroller of the agency's Western District. She also has gained valuable banking experience and knowledge as a bank consultant for corporate governance, director training and problem bank resolution matters. Additionally, she has first-hand knowledge of the Company through her service as a director of its North Carolina affiliate and a predecessor banking organization.

<b>KEVIN T. KABAT</b> , 57, Vice Chairman of the Bancorp since September 2012 and Chief Executive Officer of the Bancorp since April 2007. Previously, Mr. Kabat was President of the Bancorp from June 2006 through September 2012 and was Executive Vice President of the Bancorp from December 2003 through June 2006. Prior to that he was President and CEO of Fifth Third Bank (Michigan) since April 2001. Director of Unum Group.	2007	2,715,904	.3168%
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Mr. Kabat brings valuable insight and knowledge to the Board due to his service as its Chief Executive Officer. Mr. Kabat also has gained valuable banking knowledge from his years of service in the financial services industry, including his leadership of a predecessor banking organization and his service on the board of a large insurance company.

<b>DR. MITCHEL D. LIVINGSTON</b> , 69, retired Vice President for Student Affairs and Chief Diversity Officer, University of Cincinnati from July 2007 through December 2012 and is currently serving as an Adjunct Professor in Educational Studies at the University of Cincinnati. Formerly, Dr. Livingston was Vice President for Student Affairs, University of Cincinnati.	1997	27,414	.0032%
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Dr. Livingston's qualifications for Board service include 43 years of management experience in large, complex organizations with hundreds of employees under his supervision as well as his management of multi-million dollar budgets. He has extensive educational experiences in financial matters and the banking industry in particular and has served on the boards of other corporations and community affairs organizations.

Table of Contents**ELECTION OF DIRECTORS**

Name, Age and Principal Occupation During the Past Five Years	Director Since	Shares of Company Common Stock Beneficially Owned on December 31, 2013 <sup>(1)</sup>	
		Number <sup>(2)</sup>	Percent of Class
<b>MICHAEL B. MCCALLISTER</b> , 61, is the retired Chairman of the Board of Directors of Humana Inc. Previously, Mr. McCallister was the Chief Executive Officer of Humana Inc. from February 2000 until his retirement as CEO in December 2012. He was elected as a Humana board member in February 2000 and became Chairman of the Board in August 2010. Mr. McCallister joined Humana in June 1974. Director of AT&T Inc. and director of Zoetis Inc.	2011	16,143	.0019%

As a 39-year veteran of Humana Inc., Mr. McCallister brings an unparalleled depth of experience in the health care sector combined with an intimate knowledge of Humana's operational, financial and strategic development. Beyond Humana, Mr. McCallister plays a leadership role in key business advocacy organizations. He served on the board of the Business Roundtable and is the past chairman of the organization's Health and Retirement Task Force.

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<b>HENDRIK G. MEIJER</b> , 62, Co-Chairman, Director and CEO of Meijer, Inc. and its affiliates, a food and general merchandise retailer with approximately 200 supercenters located in Michigan, Ohio, Indiana, Illinois and Kentucky.	2001	76,211	.0089%
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Mr. Meijer has extensive business knowledge and experience gained through his position as the CEO of a company with more than 60,000 employees and 200 retail and wholesale locations that competes successfully with the largest retailers in the United States. Mr. Meijer also has valuable banking knowledge through his service as a director of a predecessor banking organization.

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<b>MARSHA C. WILLIAMS</b> , 62, retired Senior Vice President and Chief Financial Officer of Orbitz Worldwide, Inc. from July 2007 through December 31, 2010. From 2002 to 2007, Ms. Williams served as Executive Vice President and Chief Financial Officer of Equity Office Properties Trust, the nation's largest owner and operator of office buildings. Supervisory Director of Chicago Bridge & Iron Company N.V. and Director of Modine Manufacturing Company and the Davis Funds.	2008	31,822	.0037%
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Ms. Williams' qualifications for Director include her extensive experience in financial matters including 38 years in finance and her service as the Chief Financial Officer of Orbitz and Equity Office Properties Trust as well as her service on the board of directors of other publicly traded corporations and mutual funds. Ms. Williams also possesses knowledge and experience in the financial services industry through her 15 years of service with other banking organizations.

Table of Contents**ELECTION OF DIRECTORS**

Name, Age and Principal Occupation During the Past Five Years	Director Since	Shares of Company Common Stock Beneficially Owned on December 31, 2013 <sup>(1)</sup>	
		Number <sup>(2)</sup>	Percent of Class
<i>Non-continuing Directors:</i>			
<b>DARRYL F. ALLEN</b> , 70, is the retired Chairman, CEO and President of Aeroquip-Vickers, Inc., formerly known as Trinova Corporation, a manufacturer and distributor of engineered components for industry, automotive, aerospace and defense. Manager of Allen Ventures, LLC. Former Director of Milacron Inc.	1997	49,599	.0058%
<b>WILLIAM M. ISAAC</b> , 70, Chairman of Fifth Third Bancorp and Senior Managing Director of FTI Consulting, as well as Chairman of Isaac Property Companies. Director of Total System Services Inc.	2010	85,439	.0100%
<b>JOHN J. SCHIFF, JR.</b> , 70, Chairman of the Executive Committee, Director and former CEO of Cincinnati Financial Corporation. Former Chairman of John J. & Thomas R. Schiff & Co., Inc., an insurance agency. Director of Standard Register Co. and former director of Cinergy Corp.	1983	608,612	.0712%
All Directors and Executive Officers as a Group (28 persons)		7,849,890	.9130%

- (1) As reported to Fifth Third Bancorp by the Directors as of the date stated. Includes shares held in the name of spouses, minor children, certain relatives, trusts, estates and certain affiliated companies as to which beneficial ownership may be disclaimed. As of December 31, 2013, none of the Company's current



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**ELECTION OF DIRECTORS**

Executive Officers or Directors owned any Series H Preferred Stock; Series I Preferred Stock or any Depositary Shares representing interests in Series H Preferred Stock or Series I Preferred Stock.

- (2) The amounts shown represent the total shares owned outright by such individuals together with shares which are issuable upon the exercise of currently exercisable (or exercisable within 60 days), but unexercised, stock appreciation rights. Specifically, the following individuals have the right to acquire the shares indicated after their names, upon the exercise of stock appreciation rights: Mr. Allen, 5,000; Mr. Bridgeman, 1,000; Mr. Hackett, 5,000; Mr. Heminger, 500; Ms. Hoover, 500; Mr. Kabat, 1,948,306; Dr. Livingston, 5,000; Mr. Meijer, 5,000 and Mr. Schiff, 5,000. The aggregate number of shares issuable upon the exercise of currently exercisable (or exercisable within 60 days), but unexercised, stock appreciation rights held by the Executive Officers who are not also Directors or nominees is 2,600,109.

As previously announced, Fifth Third Bancorp and Daniel T. Poston, its Executive Vice President and Chief Strategy and Administrative Officer and former Chief Financial Officer, entered into a settlement with the Securities and Exchange Commission to resolve the Commission's previously reported investigation of the Company's historical accounting and reporting with respect to certain commercial loans that were sold or reclassified as held-for-sale by the Company in the fourth quarter of 2008. Without admitting or denying any findings, the Company and Mr. Poston consented to the SEC's issuance of an administrative order announced on December 4, 2013 finding violations of certain provisions of the securities laws, including Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933 (the "Securities Act") and Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act. The administrative order includes a cease and desist order and a separate civil money penalty of \$100,000, and also contains a provision that prevents Mr. Poston from appearing or practicing before the SEC as an accountant and allows him to apply for reinstatement one year from the date of the order.

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**BOARD OF DIRECTORS, ITS COMMITTEES, MEETINGS AND FUNCTIONS**

The Board of Directors of the Company met fifteen (15) times during 2013. The Company's Board of Directors also regularly holds executive sessions of those members of the Board of Directors who meet the then current standards of independence. The chairman at these executive sessions is the Chairman of the Company's Board of Directors.

No member of the Board of Directors of the Company attended less than 75% of the aggregate meetings of the Board of Directors and all committees on which such Director served during 2013.

Neither the Board nor the Nominating and Corporate Governance Committee has implemented a formal policy regarding Director attendance at the Annual Meeting. Typically, the Board holds its annual organizational meeting directly following the Annual Meeting, which results in most Directors being able to attend the Annual Meeting. In 2013, 13 out of 14 Directors attended the Annual Meeting.

In 2013, there were six (6) committees of the Board of Directors: Audit, Human Capital and Compensation, Finance, Nominating and Corporate Governance, Risk and Compliance, and Trust.

The Audit Committee of the Company was established in accordance with Section 3(a)(58)(A) of the Exchange Act and serves in a dual capacity as the Audit Committee of the Company and Fifth Third Bank. Twelve (12) meetings of this Committee were held during 2013. This Committee's functions include the engagement of the independent external audit firm, reviewing with that firm the plans and results of the audit engagement of the Company, approving the annual audit plan and reviewing the results of the procedures for internal auditing, reviewing the independence of the independent external audit firm, reviewing the Company's financial results and periodic Securities and Exchange Commission filings, reviewing the design and effectiveness of the Company's internal controls and similar functions and approving all auditing and non-auditing services performed by its independent external audit firm. Another function of the Audit Committee is to carry out the statutory requirements of a bank audit committee as prescribed under applicable law. The Board of Directors has adopted a written charter for the Audit Committee, which may be found in the Corporate Governance section of the Company's website at [www.53.com](http://www.53.com). The Audit Committee members for 2013 were Darryl F. Allen, Emerson L. Brumback, Jewell D. Hoover, Michael B. McCallister and Marsha C. Williams. All members of the Audit Committee met the independence standards of Rule 4200(a)(15) and the audit committee qualifications of Rule 4350(d)(2) of the National Association of Securities Dealers listing standards. The Board of Directors has determined that Darryl F. Allen and Marsha C. Williams are audit committee financial experts for the Company and are independent as described in the preceding sentence. The formal report of the Audit Committee with respect to the year 2013 is on page 66 herein.

The Finance Committee of the Company served in a dual capacity as the Finance Committee of the Company and Fifth Third Bank. This Committee exercises, during the intervals between the meetings of the Board of Directors, all the powers of the Board of Directors of the Company and Fifth Third Bank in the management of the business, properties and affairs of the Company and Fifth Third Bank that may be permissibly exercised by a committee thereof. The Finance Committee met six (6) times in 2013 and consisted of Emerson L. Brumback, James P. Hackett, Gary R. Heminger, William M. Isaac and Kevin Kabat. The Board of Directors have adopted a Finance Committee Charter which may be found in the Corporate Governance section of the Company's website at [www.53.com](http://www.53.com).

The Company has a Human Capital and Compensation Committee comprised entirely of independent Directors. Executive compensation and equity plan allocations are determined by this Committee of the Board of Directors. The Board of Directors has adopted a Human Capital and Compensation Committee Charter which may be found in the Corporate Governance section of the Company's website at [www.53.com](http://www.53.com). The Human Capital and Compensation Committee consisted of Emerson L. Brumback, Gary R. Heminger, Mitchel D. Livingston, Ph.D., Hendrik G. Meijer and Marsha C. Williams and met eight (8) times during 2013. The formal report of the Human Capital and Compensation Committee with respect to 2013 compensation is on page 64 herein.

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The Company has a Nominating and Corporate Governance Committee comprised entirely of independent Directors. This Committee develops and recommends to the Board corporate governance policies and guidelines for the Company and for the identification and nomination of Director and committee member candidates; and nominates Directors for election to the Board and appointment to committee membership. The Board of Directors has adopted a Nominating and Corporate Governance Committee Charter which may be found in the Corporate Governance section of the Company's website at [www.53.com](http://www.53.com). The Nominating and Corporate Governance Committee consisted of Darryl F. Allen, B. Evan Bayh, Ulysses L. Bridgeman, Jr. and James P. Hackett and met three (3) times during 2013.

The Company's Risk and Compliance Committee serves in a dual capacity as the Risk and Compliance Committee of the Company and the Bank. This Committee oversees management's compliance with all of the Company's regulatory obligations arising under applicable federal and state banking laws, rules and regulations, including any terms and conditions required from time to time by any action, formal or informal, of any federal or state banking regulatory agency or authority and any responses of management to any inquiries from any applicable banking regulator, and oversees management's implementation and enforcement of the Company's risk management policies and processes. The Board of Directors has adopted a Risk and Compliance Committee Charter which may be found in the Corporate Governance section of the Company's website at [www.53.com](http://www.53.com). The Risk and Compliance Committee met ten (10) times in 2013 and consisted of five independent directors: B. Evan Bayh, Ulysses L. Bridgeman, Jr., Jewell D. Hoover, Hendrik G. Meijer and Marsha C. Williams.

The Company has a Trust Committee which serves in a dual capacity as the Trust Committee of the Company and the Bank. This Committee reviews the fiduciary activities of the Bank and, more generally, oversees the structure for fiduciary activities for each of the Company's subsidiary banks, including the Bank. In this regard, the Trust Committee has responsibility to report risks identified in its review of such fiduciary activities to the Company's Risk and Compliance Committee. The Trust Committee also has overall responsibility for evaluating and approving the fiduciary policies of the Company and its bank subsidiaries. The Board of Directors has adopted a Trust Committee Charter which may be found in the Corporate Governance section of the Company's website at [www.53.com](http://www.53.com). The Trust Committee consisted of Messrs. Livingston, Kabat and Schiff, and met four (4) times during 2013.

## **CORPORATE GOVERNANCE**

The Board of Directors has adopted the Fifth Third Bancorp Corporate Governance Guidelines which may be found in the Corporate Governance section of the Company's website at [www.53.com](http://www.53.com). The Board of Directors has also adopted the Fifth Third Bancorp Code of Business Conduct and Ethics which applies to the Company's Chief Executive Officer, Chief Financial Officer, Controller and its other employees and may also be found in the Corporate Governance section of the Company's website at [www.53.com](http://www.53.com).

## **BOARD LEADERSHIP**

The same person does not serve as the Company's Chief Executive Officer and Chairman. The Company's Chairman is a non-executive Director and the Company also uses an independent Lead Director. The position duty statement for the Lead Director may be found in the Corporate Governance Section of the Company's website at [www.53.com](http://www.53.com). The Board believes that the Company's shareholders are best served by a Board that has the flexibility to establish a leadership structure that fits the needs of the Company at any particular point in time. Under the Company's Code of Regulations and Corporate Governance Guidelines, the Board of Directors has the authority to combine or separate the positions of Chairman and Chief Executive Officer as well as determine whether, if the positions are separated, the Chairman is an affiliated Director or an independent Director.

The Board believes this structure is appropriate at the current time in order to allow the Chairman to provide support and guidance to the Chief Executive Officer while also allowing the Board to have a separate Director handle governance matters and coordinate meetings of independent Directors. These decisions were based, in

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**CORPORATE GOVERNANCE**

part, on the qualifications of the individuals serving in these roles including the experience of the Chairman as the former Chairman of the Federal Deposit Insurance Corporation and the experience of the Lead Director as the former Chief Executive Officer of a global manufacturing organization.

From time to time, the Board may consider combining the role of Chairman and Chief Executive Officer or discontinuing its use of its Lead Director. These decisions will be dependent on the make-up of the Board at that time and the availability and willingness of candidates for Chairman and/or Lead Director who meet any expertise and experience criteria and qualifications identified by the Board, as well as other factors. The Board is currently considering its leadership roles in light of the retirement of Mr. Isaac at the Annual Meeting.

**RISK MANAGEMENT OVERSIGHT**

The role of the Board of Directors is to provide oversight to ensure an effective enterprise risk management program is in place, including an appropriate enterprise risk management framework and related governance structure. The Board sets the overall risk appetite for the Company, including the establishment and monitoring of risk tolerances. The formulation of risk appetite considers the Company's operating capacity, which is represented by its available financial resources less adjustments for planned capital actions, that sets an absolute limit on risk assumption in the Company's annual and strategic plans. The Company's risk appetite is limited by policy to a maximum of 95 percent of operating capacity. Tolerances are the maximum amount of risk applicable to each of the eight specific risk categories included in the enterprise risk management framework. Through their oversight role, Directors ensure that the risk management processes designed and implemented under this framework and governance structure are aligned to the Board's corporate strategy and are functioning as directed. The Board also considers the optimal organizational structure at both the Board and management levels. This may include delegating responsibility through Board committees, management committees, the Chief Executive Officer and the Chief Risk and Credit Officer.

Risk management oversight and governance is provided primarily by the Risk and Compliance Committee of the Board of Directors and through the Enterprise Risk Management Committee, a management committee that reports to it. The Enterprise Risk Management Committee is supported by several management committees whose membership includes a broad cross-section of line of business, affiliate and support representatives. The Risk and Compliance Committee of the Board of Directors consists of five outside directors and has responsibility for the oversight of risk management for the Company, as well as ensuring that risks are properly controlled, quantified and within the Company's risk appetite.

The primary purposes of the Risk and Compliance Committee are to:

oversee management's compliance with all of Fifth Third's regulatory obligations arising under applicable federal and state banking laws, rules and regulations, including any terms and conditions required from time to time by any action, formal or informal, of the Board of Governors of the Federal Reserve System, the Federal Reserve Bank of Cleveland, the Consumer Financial Protection Bureau, or any other federal or state banking regulatory agency or authority, and any responses of management to any inquiries from any applicable banking regulator;

oversee management's development and implementation of a Risk Appetite Framework, with an enterprise view of risk capacity, risk appetite, risk tolerances, risk targets and limits, and which is further supported by the Enterprise Risk Management Framework;

oversee management's implementation of an Enterprise Risk Management Framework, including the implementation of consistent processes for identifying, assessing, managing, monitoring and reporting risks of all types, including the categories of credit risk, market risk, liquidity risk, operational risk, regulatory compliance risk, legal risk, reputation risk and strategic risk; and



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**CORPORATE GOVERNANCE**

ensure that risk processes are supported by a risk governance structure that includes Board oversight, policies, risk limits, and risk committees, and further by a culture that supports risk management objectives and reflects a model of shared accountability between the Enterprise Risk Management Division, lines of business, affiliates and support functions.

The Risk and Compliance Committee charter outlines more specific responsibilities under all categories of risk. The Chief Risk and Credit Officer has a dotted line reporting relationship to the Risk and Compliance Committee and has regular executive sessions with the Risk and Compliance Committee without other members of management present. In addition, the Director of Credit Risk Review reports directly to the Risk and Compliance Committee.

**COMMUNICATION WITH THE BOARD**

Shareholders may communicate directly to the Board of Directors in writing by sending a letter to the Board at: Fifth Third Bancorp Board of Directors, 38 Fountain Square Plaza, MD 10AT76, Cincinnati OH, 45263 or by a secure e-mail via the Company's website at [www.53.com](http://www.53.com). All communications directed to the Board of Directors will be received and processed by the Fifth Third Legal Department and will be transmitted to the Chairman of the Nominating and Corporate Governance Committee (who serves as the Lead Director of the Board of Directors) without any editing or screening by the Legal Department.

The Audit Committee has also established Fifth Third's EthicsLine, a toll free hotline through which confidential complaints may be made by employees regarding: illegal or fraudulent activity; questionable accounting, internal controls or auditing matters; conflicts of interest, dishonest or unethical conduct; disclosures in the Company's SEC reports, bank regulatory filings and other public disclosures that are not full, fair, accurate, timely and understandable; violations of the Company's Code of Business Conduct and Ethics; and/or any other violations of laws, rules or regulations. Complaints submitted through this process are presented to the Audit Committee on a regular, periodic basis.

**SHAREHOLDER COMMUNICATION WITH INVESTOR RELATIONS DEPARTMENT**

Shareholders who wish to speak to a Fifth Third representative regarding their investment in Fifth Third may communicate directly with Fifth Third's Investor Relations Department by calling 513-534-4546. In addition, shareholders may communicate in writing directly with the Investor Relations Department by sending a letter to 38 Fountain Square Plaza, MD 1090QC, Cincinnati, OH 45263 or by emailing [ir@53.com](mailto:ir@53.com). You can also view information and request documents from the Investor Relations page of Fifth Third's website at [www.53.com](http://www.53.com).

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**COMPENSATION DISCUSSION AND ANALYSIS**

The Company's Compensation Discussion and Analysis provides information concerning the compensation for our executive officers. This information is set forth in the following sections:

Executive Summary

2013 Performance Results

The Company's Human Capital and Compensation Committee (the Committee)

Executive Compensation Philosophy and Risk Management

Compensation Structure and Methodology

2013 Executive Compensation Plan Design and Award Decisions

Executive Benefits and Perquisites

Tax and Accounting Impact of Compensation Programs

Executive Ownership and Capital Accumulation

Compensation of Named Executive Officers and Directors

**EXECUTIVE SUMMARY**

2013 was a year of major accomplishments as we continued to strengthen the Company in a more normalized economic environment. We believe we are well positioned for the future. Key themes of our performance include:

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During 2013, we reviewed and assessed our compensation practices and programs. We completed the annual risk assessment of all incentive plans in accordance with guidance from banking regulators. We also considered the Company's strategic objectives, compensation philosophy, regulatory guidance, risk culture and market practices. As a result, we revised the senior executive compensation programs for both short-term and long-term incentives to strengthen alignment with the business strategy and reinforce the appropriate balance of risk and reward, while retaining a program that will continue to attract, retain, and motivate top talent. The changes are summarized in the following table:

<b>Plan</b>	<b>Feature</b>	<b>Design Change</b>	<b>Rationale</b>
Annual Incentive Plan	Incentive Opportunities	Established incentive opportunity ranges up to a maximum payout for each executive	Provide the Committee more discretion to evaluate all risk and performance outcomes when making individual award decisions
	Pool Funding	Created performance quartiles to determine overall incentive pool funding range based on Company financial performance results and risk profile	Gives Committee more discretion in award funding to consider all risk and performance outcomes, yet continues use of Company financial performance against plan as key driver of annual incentive pool funding
	Performance Measures	Changed Efficiency Ratio from a relative peer measure to an absolute measure vs. financial plan	Aligns all Variable Compensation Plan measures to absolute goals rather than relative performance
Management Stock Purchase Plan (MSPP)	Eliminated MSPP, originally created to increase executive stock ownership levels	Eliminated the mandatory deferral of 25% of the annual incentive into restricted shares	Simplifies plan design; the mix of pay between short-term and long-term incentives provides appropriate level of equity-based compensation so that executive stock ownership is in line/exceeds ownership guidelines; reduces need for additional stock accumulation vehicle
Long-Term Incentive Plan	Award Type Mix	Reduced the use of Stock Appreciation Rights from 50% to 30% of the award mix; Performance Share Awards increased from 25% to 30% and Restricted Stock increased from 25% to 40%	Reflects regulatory guidance and preference to reduce the use of options or option-like vehicles to mitigate risk that might otherwise be associated with such awards; also reflects changing market practice
	Performance Based Vesting for Executive Awards	In addition to time-based vesting, a Return on Tangible Common Equity threshold must also be met before each vesting tranche of Stock Appreciation Rights or Restricted Stock is earned	Strengthens risk balancing



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**COMPENSATION DISCUSSION AND ANALYSIS**

Additional detail on these changes may be found in the 2013 Executive Compensation Plan Design and Award Decisions section.

**Summary of Executive Compensation Best Practices.** The Company’s executive compensation program includes certain best practices such as:

- v Paying for performance
- v Building risk mitigation features into our compensation programs
- v Including double-trigger change in control provisions
- v Providing no excise tax gross-ups in agreements entered into after 2011
- v Maintaining share ownership guidelines and share retention policies
- v Prohibiting speculative trading or hedging strategies by executive officers
- v Utilizing an independent compensation consultant which is hired and overseen by the Committee
- v Providing minimal perquisites

Throughout this proxy statement, the individuals who served as the Company’s Chief Executive Officer (Kevin T. Kabat) and Chief Financial Officer (Tayfun Tuzun, current Chief Financial Officer and Daniel T. Poston, Executive Vice President and Chief Strategy and Administrative Officer, and former Chief Financial Officer) during fiscal year 2013, as well as certain other individuals included in the Summary Compensation Table on page 46 (Greg D. Carmichael, President and Chief Operating Officer, Robert A. Sullivan, Executive Vice President, and Frank R. Forrest, Executive Vice President and Chief Risk and Credit Officer), are referred to as the Named Executive Officers or NEOs. As required by applicable SEC rules, information relating to former Executive Vice President and Chief Risk Officer, Paul L. Reynolds, is also included in the tables below although he retired in July 2013. Unless otherwise noted, references to the Named Executive Officers or NEOs in the Compensation Discussion and Analysis section of this proxy statement do not include Mr. Reynolds, whose compensation is discussed below.

**2013 PERFORMANCE RESULTS**

We exceeded our financial plan on our key financial measures in 2013 which were used to determine funding for our annual incentive plan. Consistent with our prior practice used in setting goals and evaluating results, the results below have been adjusted for certain events to reflect core financial performance in the plan year for annual incentive plan funding purposes.

Adjusted earnings per share (EPS) were \$1.71, which exceeded our financial plan and prior year results. EPS is a commonly used measure for assessing our ability to generate earnings for our shareholders

Adjusted return on tangible common equity (ROTCE) was 13.6% and is a measure of adjusted net income available to common shareholders divided by average common equity less average goodwill and intangibles. ROTCE results exceeded our financial plan. ROTCE shows how efficiently we manage capital

Efficiency ratio is a measure of expenses as a percentage of revenue, and reflects how effective we are at generating revenue while managing expenses. Our adjusted efficiency ratio was 61.4% and outperformed our financial plan. The Committee believes a lower efficiency ratio reflects better expense management

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One-time adjustments excluded for EPS, ROTCE and Efficiency Ratio include FY13 Vantiv warrant gains/losses, 2Q13 and 3Q13 gains on sale of Vantiv Inc. shares, FY13 losses associated with Visa total return swap, BOLI settlement benefit, certain litigation related costs, and FY13 securities investment gains/losses.

In addition to these key financial performance measures, we had strong performance on other measures considered by the Committee in assessing annual performance:

Performance Modifier Measures	Financial Plan	Final Results
Net Charge-Offs	.61%	.58%
Non-Performing Assets	1.08%	1.10%
Pre-Tax, Pre-Provision Earnings ( <i>as adjusted for selected items</i> )	\$2.4B	\$2.4B
Capital Levels	Meet Required Regulatory Minimum and Internal Target Levels	Exceeded
		-Tier 1 common ratio: 9.39%
		-Tier 1 capital ratio: 10.36%
		-Tier 1 leverage ratio: 9.64%
		-Total risk-based capital ratio: 14.08%
Available Liquidity	\$12B \$16B	\$50.7B

**THE COMPANY'S HUMAN CAPITAL AND COMPENSATION COMMITTEE**

**The Committee's Role.** The Committee is composed of independent Directors and is responsible for establishing, implementing, and monitoring the administration of compensation and benefits programs in accordance with the Company's compensation philosophy and strategy and approving executive compensation and equity plan awards. The Committee focuses on the attraction and retention of key executives and, when making decisions, considers the Company's compensation philosophy, the achievement of business goals set by the Company, relevant peer data, recommendations made by the Chief Executive Officer, and the advice of Compensation Advisory Partners LLC (CAP), an external executive compensation consulting firm with financial services industry expertise.

The Committee seeks to establish Total Rewards for the Company's executive officers that are fair, reasonable, and competitive. The Total Rewards program includes base salary, annual cash incentive compensation, long-term equity-based incentive compensation, benefits, and certain perquisites. Generally, the types of compensation and benefits paid to the Named Executive Officers are similar to those provided to other officers of the Company.

The Committee has taken the following steps to ensure that it effectively carries out its responsibilities:

Engaged CAP, a respected external compensation consultant with expertise in executive compensation, to provide the Committee with relevant market data and to advise the Committee on alternatives when



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**COMPENSATION DISCUSSION AND ANALYSIS**

making compensation decisions for the Named Executive Officers and on the recommendations being made by the Company's Management for executive officers other than the Named Executive Officers. In addition to the support provided by CAP, employees who have significant compensation experience in the Company's Human Capital division provide support, data, and analysis to the Committee

Conducted an annual review of the Committee Charter to ensure that it effectively reflects the Committee's responsibilities and as a result the charter was revised to provide more detail on the governance structure of incentive compensation practices

Provided oversight of incentive and variable compensation practices and balanced risk-taking across the Company with the Compensation Risk Oversight Committee

Conducted an annual review of the Company's compensation philosophy to ensure that it remains appropriate given the Company's strategic objectives

Conducted an annual review of the Company's Compensation Peer Group

Reviewed all compensation components for the Company's Chief Executive Officer, Chief Financial Officer, and other Named Executive Officers, incorporating a tally sheet and pay-for-performance sensitivity analysis for each executive

Initiated an annual evaluation of the execution of the Company's pay-for-performance philosophy, to ensure that the actual award decisions resulted in alignment of relative pay and relative performance compared to the Compensation Peer Group

Scheduled an executive session prior to the conclusion of each of the Committee meetings, without members of management, for the purpose of discussing decisions related to the CEO's performance, goal-setting, compensation levels, and other items deemed important by the Committee

Reviewed the Company's CEO succession profile and assessment process

Completed an annual self-evaluation of the Committee's effectiveness

Completed an annual review of the external compensation consultant's performance to ensure the Committee receives the appropriate resources and counsel

Reviewed the Company's risk assessment of executive and employee incentive plans with the Chief Risk and Credit Officer to ensure that the Company's compensation design does not incent unnecessary risk

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Worked to meet expectations and guidance from our banking regulators

***Role of Executive Officers in Compensation Decisions.*** The Chief Executive Officer annually reviews the performance of each of the other Named Executive Officers, along with a risk performance assessment. Based on this review, the Chief Executive Officer makes compensation recommendations to the Committee, including recommendations for salary adjustments, annual cash incentives, and long-term equity-based incentive awards. In addition, the CEO and other members of Management also annually assess performance for other executive officers and make compensation recommendations to the Committee. Although the Committee considers these recommendations along with data provided by its other advisors, it retains full discretion to set all compensation for the Company's executive officers.

Additionally, the Chief Risk and Credit Officer reviews and evaluates with the Committee all executive officer and employee incentive compensation plans. The purpose of the review is to ensure that the Company's incentive compensation plans do not incent or pose unnecessary or excessive risks to the Company.

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**COMPENSATION DISCUSSION AND ANALYSIS**

***The Role of the Third Party Compensation Consultant.*** The Committee uses the services of an outside executive compensation consultant, CAP, to provide guidance and advice to the Committee on all matters covered by its charter. This consultant was directly selected and engaged by the Committee to provide a broad set of services pertaining to the compensation of the Company's executives.

The consultant fulfills the following responsibilities:

Reviews the Company's compensation philosophy and competitive positioning for reasonableness and appropriateness

Annually reviews the Committee's charter and recommends changes as appropriate

Reviews the Committee's agendas and supporting materials in advance of each meeting

Advises the Committee on management proposals, as requested

Reviews information from a peer group of publicly trading banking and financial institutions (collectively the Compensation Peer Group) and survey data for competitive comparisons

Annually reviews the Company's executive compensation programs and advises the Committee on the design of incentive plans or practices that might be changed to improve the effectiveness of its compensation program

Annually reviews competitive pay practices of the Compensation Peer Group for its Boards of Directors and recommends to the Committee changes required to pay the Company's Board of Directors in a competitive fashion

Reviews, analyzes, and summarizes survey data on executive pay practices and amounts that come before the Committee

Attends all of the Committee meetings, including executive sessions with only the Committee members as requested

Advises the Committee on potential practices for Board governance of executive compensation as well as areas of concern and risk in the Company's programs

Undertakes special projects at the request of the Committee, including Institutional Shareholder Services (ISS) test simulation  
During 2013, CAP was specifically engaged on the following projects:

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Advised the Committee with respect to the appropriateness of compensation structure and actual amounts paid to the Company's executive officers given the Company's compensation philosophy, size, and Compensation Peer Group

Actively participated in the review and design of all executive compensation programs, including the Company's proposed 2014 Incentive Compensation Plan that will be presented for vote at the Annual Meeting

Advised on the appropriateness of executive performance goals and metrics

Reviewed and advised on the compensation program for the Company's Board of Directors

Advised on the development of and reviewed the Company's risk assessment of executive and employee incentive plans

Advised the Committee on market and regulatory trends and developments

Reviewed the 2013 Compensation Discussion and Analysis and related sections for the proxy statement  
The Company does not engage CAP for any additional services outside of executive compensation consulting.

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**COMPENSATION DISCUSSION AND ANALYSIS**

The Committee believes that the third party services of CAP are objective and unbiased. The Committee conducted an assessment of potential conflicts of interest of CAP and no conflicts of interest relating to CAP's services were identified by the Committee.

***The Committee's Considerations.*** The Committee considers both the aggregate amounts and mix of an executive officer's Total Direct Compensation (base salary, annual cash incentive compensation, and long-term equity-based incentive compensation) when making decisions. The Committee generally assesses Total Direct Compensation relative to competitive market data in its November meeting, discusses recommendations for executive compensation in its January meeting, and approves final merit and annual cash incentive (our Variable Compensation Plan (VCP)) award recommendations at its February meeting. In 2013, final long-term incentive recommendations were approved at its April meeting.

Based on its most recent review of the competitive data, the Committee has determined that the compensation structure for executive officers is effective and appropriate. The structure reflects the Company's compensation philosophy, in that its incentive payout ranges are aligned with the competitive market data, it has appropriate leverage to ensure a strong linkage between compensation, risk outcomes and performance, and it drives rewards based on the most relevant performance measures for the Company. Also based on this review, the Committee determined that the Company's aggregate 2013 Total Rewards packages (and potential payouts in the severance and change in control scenarios where applicable) for its Named Executive Officers are reasonable, consistent with industry practices, and not excessive.

The Committee believes that the relative difference between the compensation of the Chief Executive Officer and the compensation of the Company's other executive officers is consistent with such differences found in the Company's Compensation Peer Group and external reference labor market. Further, the Committee has reviewed the internal relationships between the compensation for the Chief Executive Officer and for other executive officers and has deemed them to be appropriate.

The remainder of this report outlines the Company's compensation philosophy and executive compensation structure, and provides an analysis of compensation decisions made during 2013. The discussion of 2013 will focus primarily on the compensation structure established for our Named Executive Officers.

**EXECUTIVE COMPENSATION PHILOSOPHY AND RISK MANAGEMENT**

***Compensation Philosophy.*** The Company endeavors to attract and retain the best people in the financial services industry, and motivate them to fulfill the Company's vision of becoming the one bank that people most value and trust. We intend to accomplish this in the way that we consider our shareholders' long-term interests, by establishing compensation programs that reward our people for delivering products our customers highly value, and avoiding excessive risk. Our compensation philosophy comprises the following key objectives:

Drive the business strategy and human capital plan

Balance risk and rewards to ensure incentives do not promote excessive risk taking

Provide strong oversight of executive pay

Conduct recurring processes that ensure strategic and fiscal soundness along with balanced risk taking

Communicate for understanding and transparency



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In order to drive our business strategy and human capital plan, compensation must be competitive to attract and retain essential talent, reward high performance, and be internally equitable. We believe that executive pay should be commensurate with the performance of the organization, such that we target 50th percentile pay for 50th percentile performance and target 75th percentile pay for upper quartile performance, relative to our financial services peers. In addition, the Company is committed to making compensation decisions that are

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fiscally responsible, such that we carefully consider the expected return on investment for the decisions. These principles apply to all compensation components, including base pay, cash incentive compensation, and long-term incentives.

**Compensation Risk Management.** The above strategic principles include the integration of sound risk management in all aspects of our compensation programs, particularly incentive compensation. We believe it is critical to bring a multi-faceted strategy toward mitigating risk in incentive plans. We incorporate formulaic and discretionary risk balancing mechanisms, which outline specific metrics for modifying payouts to discourage unnecessary or imprudent risk-taking actions.

Successful risk management requires strong oversight on pay for senior executives, given their role in the Company's strategic direction. For this reason, senior executives' pay includes a heavy focus on long-term incentives. This long-term focus facilitates collaboration among business units, ownership in the Company, and a focus on shareholder goals.

To execute the risk mitigation strategies, we conduct yearly review processes, which are documented and incorporate input from Finance, Human Resources, Risk Management, and business leaders. These processes include:

<b>Processes</b>	<b>Purpose</b>
<b>Market Reviews</b>	Human Resources uses peer benchmark data to ensure that pay programs are competitive in the financial services industry
<b>Incentive Plan Reviews</b>	Senior business leaders ensure that incentive plans support the business strategy
<b>Risk Reviews</b>	Senior risk and credit leaders determine whether incentive plans support the Company's risk culture and the incentive compensation risk framework
<b>Financial Reviews</b>	Senior executives, including the CEO, confirm that the incentive plans are fiscally sound, risk aligned, and successfully contribute to shareholder value
<b>Board Reviews</b>	Independent directors, serving on the Human Capital & Compensation and Risk & Compliance committees, assess the strategic, risk, and fiscal soundness of compensation plans and ensure that they are aligned with the Company's compensation philosophy

As a financial institution that is regulated by the Federal Reserve and the Consumer Financial Protection Bureau, the Company has gone through a rigorous process over the past few years to ensure that our compensation programs for our executives do not provide incentives to take excessive risks that could have material adverse impact on the company. Our compensation program for our Named Executive Officers has several features that help to address potential concerns about risk:

Downward discretionary pay adjustment based on risk performance assessment which includes results of examinations by our banking regulators, internal examinations by our audit staff, and a qualitative review

Caps on the maximum payment under our annual cash incentive plan (Variable Compensation Plan) and our performance share plan

Balanced mix of short-term, medium-term, and long-term compensation

Stock ownership guidelines

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Company clawback rights (as outlined under Other Long-term Equity-based Plan Provisions on page 41)

Finally, we believe it is critical that our people clearly understand how they are rewarded to ensure that pay facilitates the appropriate strategic and risk awareness behaviors. Because of this, we provide ongoing compensation education, including e-learnings, company-wide communications, and explanatory literature,

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which provide transparency for employees and other stakeholders. These communications are carefully coordinated by Human Resources, Finance, Risk, and the business line.

In January 2013, the Committee, in conjunction with the Risk and Compliance Committee, reviewed its executive and other incentive programs to determine if their design and/or metrics encourage unnecessary and or material risk taking. The Committee believes, based on the provisions and actions described above, that they do not.

**COMPENSATION STRUCTURE AND METHODOLOGY**

**Compensation Structure.** The compensation structure (i.e., each element of pay described below and the respective amounts for each element) for executive officers is reviewed annually. When determining the compensation structure, the following items are considered:

The most recent and prior years comparative proxy statement and survey data for similar jobs among the Compensation Peer Group

The 25<sup>th</sup> percentile, median (i.e., 50th percentile), and 75th percentile peer data for each element of compensation (base salary, target annual cash incentive compensation, and target long-term equity-based incentive compensation, as well as the resulting Total Direct Compensation)

The ability to provide market median (i.e., 50th percentile) Total Cash Compensation (i.e., base salary plus annual cash incentive compensation) for 50th percentile performance relative to the Compensation Peer Group

The ability to provide 75th percentile Total Cash Compensation for upper quartile (i.e., 75th percentile or better) performance relative to the Compensation Peer Group

**Benchmarking Methodology.** In making compensation decisions, the Committee compares Company performance and each element of executive officers Total Direct Compensation with the Compensation Peer Group. The Committee refers to this Compensation Peer Group for both compensation and performance-related benchmarking. Financial performance data is prepared either by the Committee’s external compensation consultant or by the Company, using publicly available data from public filings. Compensation data is generally prepared by the Committee’s external compensation consultants, using proprietary compensation databases and publicly available data from proxy statements. The Company’s consultant reviews any financial and/or compensation data that is prepared by the Company and provided to the Committee.

The Compensation Peer Group consists of companies with which the Committee believes the Company competes for talent and for stockholder investment, and which are similar in asset size and business mix. The following 12 companies were identified by the Committee as the 2013 Compensation Peer Group:

BB&T Corporation	The PNC Financial Services Group, Inc.
Capital One Financial Corporation	Regions Financial Corporation
Comerica Incorporated	SunTrust Banks, Inc.
Huntington Bancshares Incorporated	U.S. Bancorp
KeyCorp	Wells Fargo & Company
M&T Bank Corporation	Zions Bancorporation

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The Committee annually reviews the Compensation Peer Group and considers changes to the Compensation Peer Group deemed necessary to ensure that the nature and size of the organizations continue to be appropriate. Based on the Committee's evaluation of the Compensation Peer Group for 2013, there were no changes from the prior year. The Company's assets were at approximately the 46th percentile of its 2013 Compensation Peer Group as of September 2013.

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**COMPENSATION DISCUSSION AND ANALYSIS**

**Pay for Performance.** Under the compensation structure, annual cash and long-term incentives comprise the majority of executive officers' Total Direct Compensation. The actual amounts realized by executive officers under these incentive plans vary based on the performance of the Company and individual performance. Company performance is evaluated from a variety of perspectives, including:

Absolute performance and performance relative to peers

Return measures including total shareholder return

Growth in earnings per share

Efficiency ratio

Stock price growth

Risk performance assessment

Annual cash incentive compensation awards to executive officers are approved from a pool funded on the basis of Company performance relative to the specific goals described below. This pool of available compensation awards is allocated to each participant based on qualitative assessments of individual performance against a set of stated objectives and individual risk assessment. Long-term equity-based incentive compensation awards are also made to each participant based on qualitative assessments of individual performance against a set of stated objectives and individual risk assessment. Long-term equity-based incentive compensation awards derive value based on shareholder return and stock price appreciation. Amounts realizable from prior compensation awards do not influence decisions relative to future awards.

**Pay Elements and Pay Mix.** Under the pay-for-performance compensation structure, compensation is delivered through three primary elements:

Base Salary

Annual Cash Incentive (delivered through the Variable Compensation Plan)

Long-term Incentives

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**COMPENSATION DISCUSSION AND ANALYSIS**

The 2013 total compensation includes a mix of cash and equity awards. The Company typically pays base salary and the annual incentive compensation in cash. All long-term equity-based incentive compensation awards are paid in shares of the Company's common stock. Generally, our Named Executive Officers have approximately 50% or more of their total compensation delivered in the form of equity-based compensation. The charts below show the mix between cash and equity for our Chief Executive Officer and average pay mix for our other Named Executive Officers:

- (1) The percentages reflect the Named Executive Officer's base salary as of 12/31/2013, actual annual incentive award the executive earned for 2013 performance under the Annual Incentive Plan, and target long-term incentive. Actual long-term incentive awards for 2013 performance may vary from target and will be approved by the Committee in April 2014.

**Tally Sheet.** The Company annually prepares a tally sheet of all compensation and potential payouts for the Committee's use when approving compensation matters. The Committee reviews all components of the Company's Chief Executive Officer, Chief Financial Officer, and the other Named Executive Officers' compensation, including:

Base salary

Annual cash incentive compensation

Long-term equity-based incentive compensation

Accumulated, realized, and unrealized equity award gains

The dollar value to the executive and cost to the Company of all perquisites and other personal benefits

The earnings and accumulated payout obligations under the Company's nonqualified deferred compensation program

The projected payout obligations under the Company's supplemental executive retirement plan

Several potential termination scenarios, including change in control where applicable  
 In February 2013 and February 2014, the Committee reviewed tally sheets containing all the above components and the associated dollar amounts for projected 2013 and 2014 compensation and found that the figures were appropriate and reasonable. Also at that time, the Committee reviewed a sensitivity analysis of the relationship between each Named Executive Officer's 2013 and 2014 Total Direct Compensation and the Company's performance (both stock price performance and financial results). The Committee was satisfied that the 2013 and 2014 compensation structures provided significant differentiation in the payouts for high versus low levels of both absolute and relative performance.





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**COMPENSATION DISCUSSION AND ANALYSIS**

**Determinations.** The Committee considers several factors and objectives relevant to each specific program when determining compensation, including a risk performance assessment. The Committee also contemplates each award's impact on the Total Direct Compensation package. Total Direct Compensation is intended to target the median (i.e., 50th percentile) of the relevant market data, and actual compensation (both amount and mix) for executives varies based on their performance, prior experience, and other pertinent factors. In addition, for purposes of attracting and retaining key executives, the Committee may determine that an additional award, an above-median sign-on package and/or an incentive guarantee for a new hire, or a Total Direct Compensation package that is above market median is appropriate.

**2013 EXECUTIVE COMPENSATION PLAN DESIGN AND AWARD DECISIONS**

**Base Salary.** The Committee reviews individual base salaries of the Company's executive officers annually (and/or at the time of promotion). The objectives of the Company's base salary program are to provide salaries at a level that allows the Company to attract and retain qualified executives and to recognize and reward individual performance. The following items are considered when determining base salary levels:

Market data provided by the Company's external compensation consultant

The executive officer's experience, scope of responsibilities, performance, and potential

Internal equity in relation to other executive officers with similar levels of experience, scope of responsibilities, performance, and potential

Other relevant information, which may include federal programs, regulatory requirements, etc.

**Determination of Base Salary.** Salary increases, if any, are based on the Company's overall performance and the executive's attainment of individual objectives during the preceding year in the context of competitive market data. In establishing 2013 compensation levels for Named Executive Officers, the Committee was guided by these principles and made base salary adjustments ranging from 0% to 7.5% versus 2012 salary levels for the NEOs. Increases were driven by the market for equivalent executive positions among peers and subjective evaluation of the individual's responsibilities, tenure, and overall contribution to the Company.

**2013 Annual Cash Incentive Compensation Plan Design.** The annual cash incentive compensation program's objective is to reward executives for corporate, business unit, and/or individual performance. The Company refers to its annual cash incentive compensation program as the Variable Compensation Plan or the VCP. Each year, we review and update our VCP program to ensure alignment with our business strategy, regulatory guidance and the external market. For 2013, the three primary core funding measures were:

1. Earnings Per Share vs. Plan: 50% weight
2. Return on Tangible Common Equity vs. Plan: 25% weight
3. Efficiency Ratio vs. Plan: 25% weight

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It is the view of the Committee that core funding measures within the VCP program provide executives with balanced incentives to increase the absolute level of earnings, while also ensuring that investors' capital is used efficiently to generate competitive returns. Efficiency ratio is useful as a complementary measure as it provides an assessment of the cost efficiency of the Company's operations.

In addition to the primary funding measures, there are five funding modifier metrics that the Committee considers to adjust the calculated pool funding up or down, as described in more detail below:

Net charge-offs

Non-performing assets

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**COMPENSATION DISCUSSION AND ANALYSIS**

Pre-tax/pre-provision earnings as adjusted

Capital levels

Available liquidity

For 2013, the following changes were made to the VCP program to enhance alignment as discussed above:

Efficiency ratio was based on how we performed relative to our financial plan rather than compared to our peer banks

VCP targets and maximums were replaced with an annual cash incentive range for each job, based on market comparisons, historical information and internal equity

Each participant was assigned an individual award range at the beginning of the year based primarily on market data, but also on historical pay levels and internal equity. The minimum award that a Named Executive Officer may earn is zero and the maximum award is generally aligned to the 75th percentile of the market data

Management Stock Purchase Plan was eliminated

The Management Stock Purchase Plan was a mandatory deferral program in which 25% of the executive's annual cash incentive was deferred into restricted stock with a 50% match in order to increase stock ownership levels. The decision was made to discontinue the program as 1) a significant portion of the executive's total compensation is already delivered in equity, and 2) stock ownership levels are in line with expectations.

The Committee retains discretion to adjust pool funding downward based on other factors as well. The financial plan approved by the Board of Directors included specific target levels for each of the measures that are shown below. Actual performance against these targets was considered, in addition to the five primary funding metrics listed above, to determine the available funding for all participants of the VCP.

**VCP Performance Goals.** The Committee set the 2013 performance metrics to exclude certain non-recurring items not included in the Company's financial plan and excluded those items when determining the adjusted Company performance results. The goals under the VCP were scaled to represent four quartiles of performance. Each quartile contains a performance level range, a score, a score range and a funding pool range.

Performance		Performance Quartiles				Final
Measures	Below Threshold	Quartile 1 Score: 1	Quartile 2 Score: 2	Quartile 3 Score: 3	Quartile 4 Score: 4	Results (Adjusted)

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EPS	<\$1.50	\$1.50	\$1.57	\$1.58	\$1.65	\$1.66	\$1.73	\$1.74 or more	<b>\$1.71</b>
ROTCE	< 11.4%	11.4%	12.3%	12.4%	13.3%	13.4%	14.3%	14.4% or more	<b>13.6%</b>
Efficiency Ratio	> 64.2%	63.1%	64.2%	61.7%	63.0%	60.3%	61.6%	60.2% or less	<b>61.4%</b>
Score Range	0	< 1.5	>= 1.5 <= 2.5		> 2.5 <= 3.0		> 3.0 <= 4.0		
Funding Pool Ranges	\$0	<=\$6.0M	<=\$9.0M		<=\$12.0M		<=\$16.1M		

To determine the VCP funding pool, each performance measure is reviewed to determine the performance quartile that was achieved and the associated score is assigned. The overall funding score represents the sum of the weighted average score for each performance measure. The overall funding score is compared to the quartile score ranges to determine the funding pool range. The NEOs are included in the senior executive pool, which includes all senior executives designated as Category 1 in accordance with the Federal Reserve's Interagency Guidance on sound incentive compensation practices.

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As mentioned in the above Plan Design section, ranges for the five additional funding modifiers are established based on the financial plan, as approved by the Board of Directors. The Committee may use the funding modifiers to increase the funding score by a maximum of 0.6 points or, use downward discretion in any amount deemed appropriate. These measures are outlined below:

Performance Modifier Measures	Financial Plan	Final Results
Net Charge-Offs	.61%	.58%
Non-Performing Assets	1.08%	1.10%
Pre-Tax, Pre-Provision Earnings ( <i>as adjusted for selected items</i> )	\$2.4B	\$2.4B
Capital Levels	Meet Required Regulatory Minimum and Internal Target Levels	Exceeded
Available Liquidity	\$12B \$16B	\$50.7B

**Determination of VCP Awards.** As described in the VCP Performance Goals section, to determine the VCP funding pool, each performance measure is reviewed to determine the performance quartile that was achieved and the associated score is assigned. The overall funding score represents the sum of the weighted average score for each performance measure. The overall funding score is compared to the quartile score ranges to determine the funding pool range. For 2013, the overall funding score was a 3, resulting in a pool of up to \$12 million for senior executives. The pool funding calculation, based on the adjusted primary metrics, produced a maximum VCP pool equal to 75% of the maximum incentive opportunity of the Named Executive Officers. This maximum funding level reflects the Company's strong results on all of the performance metrics relative to our financial plan. Additionally, the Committee considered the five funding modifiers and determined that no adjustments would be made. The table below shows the calculation for the 2013 pool.

Performance Measures	Performance		
	Final Score	Weight	Weighted Score (Score x Weight)
EPS	3	50%	1.50
ROTCE	3	25%	.75
Efficiency Ratio	3	25%	.75
<b>Funding Score</b>			<b>3.00</b>
<b>Funding Pool Ranges</b>			<b>&lt;= \$12.0M Quartile 3</b>

When making the final determination of awards, which may reflect an up or down adjustment from the total pool funding percentage, but not exceed the \$12 million or 75% of the maximum pool, the Committee had the benefit of information relating to market median and market 75<sup>th</sup> percentile compensation levels and 2013 Company financial performance. While financial results were strong and above goals established in our financial plan, those results were only moderately above quartile 2 funding. The Committee took this into consideration when making final award decisions of approximately 57% of the maximum pool.

After considering each individual's qualitative performance assessment described below, overall Company financial performance, each individual's risk performance assessment, and market compensation levels, the Committee approved a VCP award of 58% of maximum for the Chief Executive Officer and VCP awards ranging from 47% to 64% of the maximum for the other NEO's.

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**COMPENSATION DISCUSSION AND ANALYSIS**

**2013 Long-term Equity-based Incentive Compensation Plan Design.** The objective of the long-term equity-based incentive program is to align executives' interests with shareholders' interests, facilitate share ownership among Named Executive Officers, and to link rewards with the long-term performance of the Company. Target award levels are established at the beginning of the year for each executive officer based on market median compensation for each position. Actual awards are made based on such target award levels and Company performance. Award levels are not automatically made at target. The actual award levels are based on Company performance and the Committee may include qualitative assessments of individual performance of each Named Executive Officer in areas such as:

The Company's revenue and expense results

Division's revenue and expenses vs. budget

Internal and external customer service levels

Performance relative to the Company's strategic initiatives

Results related to specific individual responsibilities

Results related to specific individual risk assessments

The Company employs various long-term equity-based incentive compensation awards. These awards include stock-settled stock appreciation rights (SARs), restricted stock, and performance shares. The mix of long-term equity-based incentive compensation awards for its executive officers was reviewed in 2013 to ensure that it effectively supported the Company's objectives of:

Aligning management and shareholders' interests

Motivating senior executives to optimize long-term shareholder value

Encouraging stock ownership among senior executives

Enhancing the Company's ability to retain key executives

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Ensuring the program design is consistent with our compensation philosophy and reflective of external market trends

Strengthening the risk-adjusted pay decisions

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The Committee determined that while the current comprehensive design has positive features related to risk assessment and associated pay decisions, the Committee made changes to the long-term incentive program to strengthen the governance, reporting, and risk-adjusted pay aspects of the program. The Committee believes that a portion of the long-term equity-based incentive compensation opportunity should come from a growth-oriented incentive (i.e., SARs) that aligns executives' interests with those of the Company's shareholders. In addition, the Committee believes that full-value share awards (i.e., performance shares and restricted stock) complement each other and are important to drive stronger retention value and enhanced ownership creation opportunities, and should therefore be a meaningful portion of the long-term incentive. The Committee also believes that performance shares further the objective of creating a clear connection between results achieved and compensation earned. The Committee determined that shifting the mix away from SARs and increasing the weight of performance shares and restricted stock was appropriate based on the Company's strategic objectives, compensation philosophy, regulatory guidance, risk culture and competitive practice. The table below shows the change in mix from 2012 to 2013.

Award Type	2012 Proportion of	2013 Proportion of	2013 Calculation of Awards
	long-term incentive value	long-term incentive value	
Stock Appreciation Rights	50%	30%	Total award dollar value multiplied by 30% divided by stated 2013 SAR value of \$4.56 <sup>(1)</sup>
Performance Shares	25%	30%	Total award dollar value multiplied by 30% divided by 30-day average beginning share price (i.e., for 30 trading days prior to the grant date) of \$16.14 for 2013
Restricted Stock	25%	40%	Total award dollar value multiplied by 40% divided by \$16.15, the Company's closing stock price on April 16, 2013

(1) The Company assigns a compensation value for SARs at the beginning of each calendar year, based on a number of factors including the calculated Black-Scholes value using the six year expected life. This valuation utilizes the estimated accounting or expense value of the stock appreciations rights.

**Stock Appreciation Rights.** SARs for Named Executive Officers have been and will continue to be granted at the closing price of the Company's common stock on the date of grant, with a 10-year term and generally a 4-year graded vesting schedule. These award terms are consistent with the annual grant for all eligible employees at the Company. The grant date is the date of the Committee's approval of the awards, which will typically be at a March or April meeting of the Committee or at the annual shareholder meeting in April. The grant dates for 2013 awards are detailed in the 2013 Grants of Plan-Based Awards table. The Company does not adjust the timing of its annual grant based on SEC filings or press releases. Rather, the annual grant date is established and communicated well in advance.

**Performance Share Awards.** Performance shares were granted with goals set at the date of the award grant in terms of three-year total shareholder return relative to the Company's Compensation Peer Group. Total shareholder return was selected as the measure when the plan was introduced in 2004, and subsequently retained, because of its strong alignment with shareholder interests. The payout table established varying payouts for increasing levels of relative total shareholder return, with payout levels aligned with the Company's philosophy of tying median pay to median performance with appropriate upside and downside leverage.

Performance Level	Payout
40 <sup>th</sup> percentile (threshold)	25% of award
50 <sup>th</sup> percentile (target)	100% of award
75 <sup>th</sup> percentile (maximum)	200% of award





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Beginning in 2010, the Committee determined that performance shares would be settled 100% in shares. The 2010 performance share award measured performance from April 1, 2010 through March 31, 2013. The Company's performance over this period was at the 58th percentile of peers, resulting in a payout of 116% of target. The total shareholder return for subsequent awards made under this program (i.e., 2011, 2012, and 2013) is currently above the threshold level. If the total shareholder return for the 2011 grant remains at or above the threshold, the 2011 award will be earned in April 2014.

**Restricted Stock Awards.** Restricted stock awards vest ratably on the first, second, and third anniversaries of the grant date. These awards are full-value shares of stock that are eligible for dividend payments and receive voting rights during the restriction period.

Lastly, for senior executives (including NEOs), a performance based vesting requirement was introduced in 2013 using Return on Tangible Common Equity (ROTCE) as a threshold metric before each annual equity grant vesting tranche is earned. ROTCE represents how much after-tax income is generated for common shareholders with the capital the Company holds. The ROTCE threshold goal for 2013 was 2%. The threshold was put in place to protect against high levels of compensation payouts for poor risk or performance outcomes.

**Determination of Long-term Equity-based Incentive Awards.** The Chief Executive Officer recommends the award levels for the other Named Executive Officers and the Committee makes the final award determination for all Named Executive Officers. The award considerations are not based on a formula. Rather the Committee may choose to make the actual award higher or lower than the target award based on the qualitative assessment of performance against stated objectives as well as the individual's risk assessment results. The Committee believes that by including a performance element as part of the upfront grant process, the Company is able to further reinforce the pay-for-performance objective of the long-term incentives.

These grants provide incentive for the creation of shareholder value since the full benefit of the grant to each Named Executive Officer can only be realized with an appreciation in the price of the Company's common shares or based on relative total shareholder return, depending on the type of award. The Company does not grant discounted stock options or SARs, re-price previously granted stock options or SARs, or grant reload stock options.

When making the final determination to grant long-term equity incentive compensation awards in April 2013, the Committee had the benefit of information relating to market median compensation levels, Company financial performance during 2012, the qualitative performance assessment described below, and individual risk performance assessments. After reviewing this information for 2012, the Committee granted a 2013 long-term equity incentive compensation award of 111% of target for the Chief Executive Officer and equity awards ranging from 100% to 120% of target for the NEOs.

**Qualitative Performance Assessments.** The individual qualitative performance assessment referenced in the discussions above is a review of how each Named Executive Officer performed against a set of stated objectives. This assessment is performed by the Board of Directors with respect to the Chief Executive Officer's performance and by the Chief Executive Officer with respect to the performance of the other Named Executive Officers. The specific objectives assessed for each NEO are as follows:

For Mr. Kabat: Leadership and performance as Chief Executive Officer relating to objectives tied to Company financial performance in a well managed risk environment, customer and employee index goals, One Bank success, and promotion of core values of accountability, integrity, respect & inclusion, and teamwork & collaboration. Mr. Kabat's objectives were consistent in 2012 and 2013. The VCP award was based on 2013 performance against these objectives. The LTI award granted in April 2013 was based on 2012 performance against these objectives.

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For Mr. Tuzun: Leadership and execution as Bancorp Treasurer relating to objectives concerning balance sheet, capital and liquidity management, risk management and compliance, operational excellence, maintaining a strong financial team, and promotion of core values of accountability, integrity, respect & inclusion, and teamwork & collaboration. Mr. Tuzun's objectives were consistent in 2012 and most of 2013 until his transition to Executive Vice President and Chief Financial Officer in October. The VCP award was based on 2013 performance against these objectives. The LTI award granted in April 2013 was based on 2012 performance against these objectives.

For Mr. Poston: Leadership and execution as Executive Vice President and Chief Financial Officer relating to objectives concerning balance sheet, capital and financial management, risk management and compliance, credit loss management, operational excellence, maintaining a strong financial team, and promotion of core values of accountability, integrity, respect & inclusion, and teamwork & collaboration. Mr. Poston's objectives were consistent for 2012 and most of 2013 until his transition to Executive Vice President and Chief Strategy and Administrative Officer in October. The VCP award was based on 2013 performance against these objectives. The LTI award granted in April 2013 was based on 2012 performance against these objectives.

For Mr. Carmichael: Leadership and execution as President and Chief Operating Officer relating to objectives tied to Company and line of business financial performance in a well managed risk environment and growth, customer service levels, team work across divisional and functional areas, and promotion of core values of accountability, integrity, respect & inclusion, and teamwork & collaboration. Mr. Carmichael's objectives were consistent for 2012 and 2013. The VCP award was based on 2013 performance against these objectives. The LTI award granted in April 2013 was based on 2012 performance against these objectives.

For Mr. Sullivan: Leadership and execution as Executive Vice President and President of Fifth Third Bank (Chicago) relating to objectives concerning loan and deposit growth and overall financial performance of the Chicago business in a well managed risk environment, team building, One Bank success, and effectiveness and promotion of core values of accountability, integrity, respect & inclusion, and teamwork & collaboration. Mr. Sullivan's objectives were consistent for 2012 and 2013. The VCP award was based on 2013 performance against these objectives. The LTI award granted in April 2013 was based on 2012 performance against these objectives.

For Mr. Forrest: Mr. Forrest joined the organization as Executive Vice President and Chief Risk and Credit Officer in September 2013. His VCP award was guaranteed at \$500,000 for 2013 as part of his new hire offer. He also received an equity grant of restricted stock valued at \$675,000 as part of his new hire offer.

For Mr. Reynolds: Leadership and execution as Executive Vice President and Chief Risk Officer relating to objectives concerning enhanced risk management practices to balance risk and rewards, Community Reinvestment Act and Fair Lending, Bancorp cost reduction initiatives, and the execution of One Bank strategy; as well as talent development and promotion of core values of accountability, integrity, respect and inclusion, and teamwork and collaboration. Mr. Reynolds' objectives were consistent for 2012 and 2013. He did not receive a VCP award based on 2013 performance against these objectives as he separated from the Company during 2013. The LTI award granted in April 2013 was based on 2012 performance against these objectives.

**2014 Long-term Equity-based Incentive Plan Changes.** As stated above the Company and the Committee review the long-term incentive plan annually to determine if any changes need to be made to the plan (i.e. award mix, performance measures, modifiers, etc.) for the next year. During 2013, the Company reviewed the long-term incentive plan and decided to make changes to continue to strengthen the governance, reporting, and risk adjusted pay decisions to meet evolving regulatory guidance. The Committee approved the changes at the March 2013 meeting.

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Beginning with the 2014 grant, the mix of award types will change based on the below table.

Award Type	2013 Proportion of	2014 Proportion of	2014 Calculation of Awards
	long-term incentive value	long-term incentive value	
Stock Appreciation Rights	30%	25%	Total award dollar value multiplied by 25% divided by stated yearly SAR value <sup>(1)</sup>
Performance Shares	30%	35%	Total award dollar value multiplied by 35% divided by 30-day average beginning share price
Restricted Stock	40%	40%	Total award dollar value multiplied by 40% divided by the Company's closing stock price on the grant date

- (1) The Company assigns a compensation value for SARs at the beginning of each calendar year, based on a number of factors including the calculated Black-Scholes value using the six year expected life. This valuation utilizes the estimated accounting or expense value of the stock appreciations rights.

In addition, the maximum payout under the performance share plan was reduced from 200% to 150% of target. This change reflects regulatory guidance to reduce the amount of leverage to encourage balanced risk taking decisions.

Similar to the 2013 awards, the 2014 award considerations will not be based on a formula. Rather the Committee may choose to make the actual award higher or lower than the target award based on the qualitative assessment of performance in areas such as the factors described above. The Committee believes that by including a performance element as part of the upfront grant process, the Company is able to further reinforce the pay-for-performance objective of the long-term incentives. In addition, a qualitative and quantitative risk performance evaluation will be used to modify the long-term incentive awards. The quantitative portion of the risk assessment will include a review of loss data by line of business, results from banking regulator examinations, and internal examinations by audit staff.

**Other Long-term Equity-based Plan Provisions.** The annual cash and long-term equity-based incentive compensation awards made in 2013 were authorized under the Company's 2011 Incentive Compensation Plan. This Plan was approved and adopted by the Company's shareholders in 2011. On January 21, 2014, subject to shareholder approval, the Company's Board of Directors adopted the Fifth Third Bancorp 2014 Incentive Compensation Plan.

The Company's Code of Business Conduct and Ethics provides that the Company reserves the right to and, if appropriate, will seek restitution of any bonus, commission, or other compensation received as a result of an employee's intentional or knowing fraudulent or illegal conduct or misconduct, including the making of a material misrepresentation contained in the Company's financial statements.

The Committee has delegated to certain Named Executive Officers, as well as to the Director of Total Rewards, the authority to grant equity awards for recruiting and retention purposes up to specified limits.

**Non-Binding Advisory Say on Pay Proposal.** In 2013, our shareholders approved a non-binding advisory say-on-pay proposal at our 2013 Annual Meeting with over 94% of the votes cast voting in favor of that proposal. The Committee reviewed the results of the shareholder vote which indicates there is strong support among shareholders for our pay-for-performance approach. We intend to continue to monitor our current compensation structure and future votes to ensure that there is continued support for our pay programs among our shareholders.



**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS****EXECUTIVE BENEFITS AND PERQUISITES**

**Summary of Eligibility for Benefits and Perquisites.** The Company provides few benefits and perquisites to executive officers that are not available to the general employee population. Special benefits include the deferred compensation plan and a supplemental executive retirement plan (frozen for all employees except those who were age 50 with 15 years of services as of December 31, 1998). Special perquisites for executives include the following: financial planning reimbursement, country club memberships (the Company eliminated the reimbursement of future company club dues to its executive officers in March 2010 but will honor its commitments to pay any existing forgiveness loans entered into to purchase such memberships), and parking. The Company does not provide tax gross-ups for these special perquisites.

**Retirement Benefits.** The Company's retirement benefits are designed to assist employees in accumulating wealth to provide income during their retirement years. The retirement benefits are designed to attract and retain employees and to encourage employees to save money for their retirement while maintaining a competitive cost structure for the Company. Based on the Company's research using two national benefits surveys, its retirement benefits are positioned near the market median for similar employers. The Company's primary retirement benefit plan is a defined contribution 401(k) plan with a company match and possible additional discretionary contributions, both of which are subject to vesting requirements. The Company also maintains a defined benefit plan that has been frozen except for approximately 8 employees who had previously met its eligibility requirements and are permitted to continue participating.

**401(k) and Profit-Sharing.** The Company maintains a 401(k) plan for all eligible employees. The 401(k) plan provides a match to employee contributions and may provide an annual discretionary profit-sharing contribution. The Company's match is 100% of the first 4% of eligible compensation an employee contributes to the plan, and is invested in any of the plan's existing investment alternatives that the employee selects. The discretionary profit-sharing contribution is based on the Company's performance, and is invested in the participant's existing 401(k) investment allocations. The discretionary contribution for 2013, paid in 2014, was 3% of eligible compensation based on the Company's financial results. All Named Executive Officers are eligible for this plan up to the IRS wage or contribution limits.

**Pension Plan.** The Company maintains a defined benefit pension plan. On November 15, 1998, the benefit plan was frozen except for employees who were age 50 or older and had at least 15 years of service at December 31, 1998. The plan was frozen because the combination of this plan and the defined contribution plan provided benefits that may have exceeded retirement income needed by employees and resulted in the Company having benefit costs higher than its competitors. Employees who met the age and service requirement were grandfathered and continue to accrue benefits under that plan. No Named Executives continue to accrue benefits under this plan. Mr. Kabat has a frozen benefit for his service while at Old Kent Bank prior to it being acquired by the Company. The Old Kent Bank defined benefit plan was frozen for all participants shortly after the Company acquired Old Kent Bank. The Company also has a supplemental executive retirement plan, The Fifth Third Bancorp Supplemental Retirement Income Plan (SERP) that mirrors the qualified defined benefit plan except that it provides benefits that are lost under the qualified plan due to IRS qualified plan limits. The SERP was also frozen for all participants except for the grandfathered participants in the qualified defined benefit pension plan. The retirement benefit under both the defined benefit pension plan and the SERP is based on years of service and a percent of an employee's highest five consecutive years of earnings over the last ten years of employment. Compensation for retirement benefit calculations is defined as the base salary plus variable compensation.

**Health and Welfare Benefits.** The Company offers medical, dental, life and disability insurance to its employees. The benefits are designed to attract and retain employees and provide security to employees for their health and welfare needs. Based on the Company's research using two national benefits surveys, its health and welfare benefits are positioned near the market median for similar employers. These benefits are offered to

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employees and Named Executive Officers on a uniform basis and are subject to insurance policy limitations. The Company provides Company-paid life insurance coverage equal to an employee's base salary, up to \$1,000,000. The Company's long-term disability benefit is 60% of an employee's base salary and the benefit is limited to \$20,000 per month. The Company also offers a Company-paid short-term disability benefit with similar benefits to the long-term disability program.

***Deferred Compensation.*** The Company offers some of its employees (at certain salary band levels, including its executive officers) a nonqualified deferred compensation plan. This plan allows for the deferral of base salary and bonus. The plan also provides for the Company to make a contribution for loss of qualified plan 401(k) match and/or discretionary contributions due to deferral of pay into this plan or due to wage and/or contribution limitations under the qualified 401(k) plan. The deferred funds receive earnings based on the mutual funds elected by each executive. Executives may also elect a rate equal to the return on Company common stock. The executives do not earn any preferential or above market returns.

***Severance and Change in Control Benefits.*** The Company maintains change in control agreements for approximately 46 of its officers (including all of the 2013 Named Executive Officers). The severance benefits conferred in these agreements range from one to 2.99 times the individual's base salary plus target annual cash incentive compensation, and other benefits, and are effective only in the event of both a change in control and termination of employment (including a constructive termination). For this purpose, a change in control would occur in any of the following instances:

Any person is or becomes the beneficial owner of 25% or more of the voting power of the Company's outstanding securities

During any consecutive 2-year period, the Directors in office in the beginning of such period (or Directors who were approved by 2/3 of such Directors) cease to constitute a majority of the Board

The sale or disposition of substantially all of the Company's assets or the merger or consolidation of the Company with any other corporation unless the voting securities of the Company outstanding prior to such action continue to represent at least 50% of the voting power of the merged or consolidated entity

The Company's shareholders approve a plan of complete liquidation of the Company  
In 2011, the Company eliminated the excise tax gross-up with respect to any new change in control agreements. Messrs. Tuzun, Poston, and Forrest have signed the new change in control agreement. The Company will continue to honor agreements signed before this change.

The agreements defer to the applicable Incentive Compensation Plans for treatment of long-term equity-based incentive compensation in the event of a change in control. If a change in control occurs, all stock-based awards granted prior to April 15, 2008 would vest immediately (i.e. single trigger) without the requirement of a termination of employment, however, all of those awards were completely vested in April 2013. Awards granted on or after April 15, 2008 do not provide for single trigger vesting. Instead, the vesting provisions for those awards provide for accelerated vesting only if there is a change in control and a subsequent qualifying termination of employment (i.e. double trigger). Performance-based awards (including performance shares and performance-based restricted stock) would be paid out at the higher of (1) the extent to which the performance goals had been met through the date of the change in control or (2) the value at the date of the change in control of the number of target shares awarded at the grant.

In July 2013, the Company and Mr. Reynolds entered into a Separation Agreement related to his retirement under which Mr. Reynolds became entitled to a payment of \$1.68 million and treated as a retiree under the Company's long-term incentive compensation and health benefits plans. The Separation Agreement contained





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**COMPENSATION DISCUSSION AND ANALYSIS**

customary releases, certain confidentiality, non-competition and non-solicitation provisions, and provisions providing for the recoupment of benefits if required by applicable law or regulation.

**TAX AND ACCOUNTING IMPACT OF COMPENSATION PROGRAMS**

***Deductibility of Executive Compensation.*** Section 162(m) of the Internal Revenue Code limits the deductibility of compensation paid to or earned by certain executive officers of a public company. Section 162(m) limits the annual deductibility of certain (non-performance based) executive compensation to \$1 million per covered executive officer. Certain other limitations on the deductibility of executive compensation will continue to apply to some forms of compensation earned during the Company’s participation in TARP in addition to the limitation under Section 162(m). While the Company’s compensation philosophy has been to, where appropriate, position executive compensation to qualify for deductibility, in approving compensation that may not be deductible, the Committee has determined that the underlying executive compensation programs are appropriate and necessary to attract, retain, and motivate senior executives, and that failing to meet these objectives creates more risk for the Company than the financial impact of losing the tax deduction. For the year ending December 31, 2013, the tax impact related to non-deductible compensation expense was approximately \$1 million.

***Accounting and Financial Reporting.*** The Company accounts for long-term equity-based incentive compensation payments including stock options, SARs, performance-based restricted stock, and performance shares in accordance with accounting principles generally accepted in the United States of America.

**EXECUTIVE OWNERSHIP AND CAPITAL ACCUMULATION**

The executive compensation program is designed to provide opportunities for executive officers to build ownership in the Company and to align performance with shareholder interests. Accordingly, the Company has established share ownership guidelines for senior employees in the Company’s salary band structure, including the executive officers. The amount of shares required to be retained varies based upon the assigned salary band and associated multiple of base salary. These employees are expected to use shares net of taxes obtained through awards under the long-term equity-based incentive compensation program to establish a significant level of direct ownership. Stock ownership includes:

Shares owned individually and by immediate family sharing the same household

Restricted stock not yet vested

Shares held in the 401(k) plan

Shares held in the employee stock purchase plan

Shares held in the nonqualified deferred compensation plan

Executive officers are required to retain 100% of the net after-tax shares for one year following exercise or receipt of the shares. In addition, executive officers who have not met the ownership guidelines are required to retain 50% of the net after-tax shares following exercise or receipt of the shares and have 5 years to achieve the new executive share ownership requirements. Specific ownership guidelines for the Named Executive Officers are:

**Share Ownership Guidelines**

Chief Executive Officer	6x Salary
Other Named Executive Officers	3x Salary

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**COMPENSATION DISCUSSION AND ANALYSIS**

The Committee reviews progress toward achieving the ownership goal for the Company's executive officers on an annual basis. Based on the 2013 review and December 31, 2013 share price, all of the Named Executive Officers had reached their ownership guideline except Messrs. Tuzun and Forrest. Both Messrs. Tuzun and Forrest are new to their roles and are making appropriate progress toward meeting their ownership guidelines.

The Company prohibits its executive officers from engaging in speculative trading or hedging shares of Company securities. This includes prohibitions against day trading or short selling of Company securities and in transactions in any derivative of Company securities, including buying and writing options, and executives are restricted from buying Company securities on margin or using Company securities as collateral for a loan. Additionally, the Company's insider trading policy prohibits trading during designated blackout periods and requires approval by the Legal Department prior to any trade.

**Table of Contents****COMPENSATION OF NAMED EXECUTIVE OFFICERS AND DIRECTORS**

**Summary Compensation Table.** The table below summarizes the compensation awarded, paid to, or earned by the Company's Named Executive Officers during 2011-2013. Compensation for Named Executive Officers was adjusted in 2010 in order to comply with the Interim Final Rule on TARP Standards for Compensation and Corporate Governance issued by the U.S. Department of the Treasury on June 15, 2009. The Company repaid its TARP obligations on February 2, 2011 and has since readopted a pay-for-performance structure more consistent with its long-term approach and compensation philosophy. The amounts in the Stock Awards and Option Awards columns indicate the grant date fair value associated with all grants awarded in the corresponding year and do not correspond with the amounts that the Named Executive Officers may eventually realize with respect to these awards. The benefit, if any, actually received from these awards will depend upon the future value of our common stock.

**2013 Summary Compensation Table**

Name & Principal Position	Year	Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)(4)</sup>	Option Awards (\$) <sup>(3)</sup>	Non-Equity			Total (\$)
						Incentive Plan Compensation (\$) <sup>(5)</sup>	Change in Pension Value & Nonqualified Deferred Compensation Earnings (\$) <sup>(6)</sup>	All Other Compensation (\$) <sup>(7)</sup>	
Kevin T. Kabat	2013	\$ 1,024,227	\$ 0	\$ 3,500,933	\$ 1,499,998	\$ 1,850,000	\$ 0	\$ 289,711	\$ 8,164,869
	2012	\$ 1,000,002	\$ 0	\$ 3,346,412	\$ 2,250,000	\$ 2,115,000	\$ 80,600	\$ 195,327	\$ 8,987,341
Vice Chairman and Chief Executive Officer Tayfun Tuzun	2011	\$ 1,659,947	\$ 0	\$ 2,624,573	\$ 1,837,541	\$ 855,041	\$ 130,600	\$ 130,497	\$ 7,238,199
	2013	\$ 313,365	\$ 0	\$ 175,050	\$ 74,998	\$ 315,000	\$ 0	\$ 46,875	\$ 925,288
Executive Vice President Chief Financial Officer	2012	\$ 274,997	\$ 0	\$ 125,004	\$ 125,001	\$ 225,000	\$ 0	\$ 32,442	\$ 782,444
	2011	\$ 241,049	\$ 0	\$ 30,007	\$ 24,499	\$ 120,000	\$ 0	\$ 28,241	\$ 443,796
Daniel T. Poston, former Executive Vice President and Chief Financial Officer and current Executive Vice President and Chief Strategy and Administrative Officer	2013	\$ 530,281	\$ 0	\$ 927,737	\$ 397,500	\$ 562,500	\$ 0	\$ 306,454	\$ 2,724,472
	2012	\$ 499,990	\$ 0	\$ 978,690	\$ 575,001	\$ 787,500	\$ 0	\$ 223,642	\$ 3,064,823
Greg D. Carmichael	2011	\$ 638,458	\$ 0	\$ 704,152	\$ 449,178	\$ 334,187	\$ 0	\$ 51,598	\$ 2,177,573
President and Chief Operating Officer	2013	\$ 695,447	\$ 0	\$ 1,505,406	\$ 644,998	\$ 1,151,720	\$ 0	\$ 375,913	\$ 4,373,484
	2012	\$ 675,002	\$						