

FIFTH THIRD BANCORP

Information Disclosure Policy for Employees, Officers and Directors

1. **Scope of this Policy**

This policy applies to all directors, affiliate directors, officers and employees of Fifth Third Bancorp, its subsidiaries and its affiliates. This policy covers any and all disclosures of nonpublic, material information about us.

2. **Limitations on Disclosure of Non-Public Material Information**

- You are not permitted to disclose non-public, material information about Fifth Third to anyone outside of Fifth Third, unless you are an authorized officer as designated by our Disclosure Committee and you are acting within the scope of the authority granted to you by that Committee.
- You may disclose non-public, material information about Fifth Third only to Fifth Third directors, affiliate directors, officers and employees who have a “need to know” such information in the course of performing their duties.
- You may not purchase or sell any Fifth Third stock or other securities while you are aware of or in possession of non-public, material information relating to Fifth Third. Similarly, you may not purchase or sell the stock or other securities of any other company with whom Fifth Third is doing business if you are aware of or in possession of non-public, material information about that company. You may not use any such information in any manner that would directly or indirectly benefit you, your family members, friends, neighbors, business acquaintances or other third parties (e.g., “no tipping”).
- Only specifically authorized Fifth Third officers may talk to, or otherwise communicate with, securities analysts, institutional investment managers, stockholders, the media and/or other potential investors or securities professionals about our strategic plans, significant organizational or administrative matters, results of operations, financial information or other non-public, material information. You are not so authorized unless and until you have been specifically authorized by Fifth Third’s Disclosure Committee.
- If you believe that non-public, material information may have been disclosed by an unauthorized person, whether intentionally or inadvertently, you must immediately contact the Legal Department.

3. **Material Information**

Information about us is considered material if a reasonable person would attach importance to it in determining whether to buy, sell or hold our stock. Some examples of information that likely could be material are:

- estimates of future earnings or losses;
- a proposed merger, acquisition or sale;
- significant changes in executive management;
- beginning or settling a major lawsuit;
- changes in dividend policies;
- declaring a stock split;
- a securities offering;
- regulatory compliance matters; or
- winning a large new contract (or losing a large contract).

4. **Non-Public Information**

Non-public information is information that has not been disclosed to the general public by means of a press release, SEC filing or other medium that ensures broad dissemination and public access. Disclosure to even a large group of people may not constitute disclosure to the public if the information is not simultaneously accessible to the public at large.

5. **Objectives of this Policy**

The objectives of this policy are to ensure that communications to the public about Fifth Third:

- are factual and accurate;
- are disseminated widely and on a timely basis so that all investors have relatively equal access to the information contained in them; and
- meet all legal requirements.

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Any questions about the content of this policy or to otherwise clarify its application should be directed to the Legal Department.