

Fifth Third Bancorp
Dodd-Frank Act Stress Test Required Disclosures
March 26, 2014

Fifth Third Bancorp (“Fifth Third” or “the Bancorp”) hereunder is disclosing results from its 2014 company-run stress test as required by the Dodd-Frank Act stress testing (or “DFAST”) rules (12 CFR part 252). The Dodd-Frank Act stress testing rules require that covered companies disclose certain results from its company-run stress test under the supervisory severely adverse scenario, including a description of the types of risk included in the stress test; a general description of methodologies used in the stress test; estimates of certain financial results and pro forma capital ratios; and an explanation of the most significant causes of the changes in regulatory capital ratios.

It is important to note that the results provided in this disclosure are DFAST-based results and do not include Fifth Third’s submitted baseline scenario capital actions (“planned capital actions”). Therefore, the capital ratios that result are not those submitted to the Federal Reserve (FRB) under the Comprehensive Capital Analysis and Review (CCAR) process for the supervisory severely adverse scenario. The capital actions used in this disclosure (“prescribed capital actions”) were instead prescribed by the FRB for use in DFAST disclosures (as described further below). Additionally, the results in this disclosure differ from those estimated by the FRB. Fifth Third is unable to explain the basis for any variances between its estimates and those of the FRB. The FRB’s estimates are provided on a highly aggregated and cumulative basis, and the methodologies and models used to produce the estimates are not disclosed publicly or to Fifth Third.

The results in this disclosure represent estimates of Fifth Third’s results from 9/30/13 through 12/31/15 (the “planning horizon”) under the hypothetical supervisory severely adverse scenario, a scenario that the FRB has indicated it considers to be more adverse than expected. These estimates do not represent forecasts of expected results. The economic assumptions used to arrive at these results were provided by the FRB and involve an economic outcome that is more adverse than expected. The stress test was performed at a point in time using the prescribed assumptions. Results were not adjusted to take into account the differences in the actual macroeconomic environment in the fourth quarter of 2013 or first quarter of 2014, or between projected and actual performance by Fifth Third for these quarters. Fifth Third does not expect to update the results of this scenario in the future. A description of the FRB’s proposed supervisory severe scenario can be found on the Federal Reserve website [here](#).

Rationale for variable selection and projection process (supervisory severely adverse scenario and most key variables provided by the FRB):

Fifth Third incorporates multiple variables in its modeling of results under various macroeconomic scenarios. Key variables include the unemployment rate, various measures of domestic output (e.g. GDP), home price indices (HPI), commercial real estate indices, and equity returns, among others. Interest rate projections include overnight federal funds rate, LIBOR, swap rates, and mortgage rates, among others. The variables selected demonstrate a high-level correlation with historical financial results.

Risks

Fifth Third's stress testing process is designed to be comprehensive and to address the estimation of results under various macroeconomic scenarios, including revenue, expenses, credit losses, taxes and estimated changes to its balance sheet, including reserves and capital. The need for capital arises from the aggregate level of all risks including credit, market, legal, regulatory compliance, operational, liquidity, as well as the potential for reputational and strategic risks. These risks are described below:

- Credit risk is the risk of loss resulting from the failure of a borrower or counterparty to honor its financial or contractual obligations to the Bancorp. Credit risk arises in Fifth Third's lending operations, and in its funding, investment and trading activities where counterparties have repayment of principal and interest or other obligations to the Bancorp. Credit risk exists in Fifth Third's consumer and commercial loan portfolios and derivative financial instruments and is also represented in Fifth Third's provision for loan and lease losses on the income statement and allowance for loan and lease losses on the balance sheet.
- Market risk is the day-to-day potential for the value of a financial instrument to increase or decrease due to movements in market factors. For the Bancorp, market risk includes risks resulting from movements in interest rates, foreign exchange rates, equity prices and commodity prices. Interest rate risk is a component of market risk and is a prominent market risk in terms of its potential impact on earnings. Market risk exists in Fifth Third's net interest income, corporate banking revenue, consumer and commercial loan balances, mortgage servicing asset and valuation adjustments within earnings, and derivative financial instruments and the corresponding impact within earnings. Certain components of this market risk are inherent in accommodating customers; however, Fifth Third largely mitigates this risk by entering into offsetting hedge transactions with counterparties.
- Legal risk is the risk of regulatory fines, penalties and restrictions; litigation; failure to achieve desired benefits of business pursuits and loss of business due to harm or loss related to contractual agreements, legal representation, legal uncertainty and/or non-compliance with applicable laws, regulations and guidelines and accepted business norms. Legal risk is represented in Fifth Third's other noninterest expense on its income statement. Fifth Third also has certain reserves on its balance sheet related to potential legal expenses.
- Regulatory compliance risk is the risk of reputation, litigation, regulatory fines and penalties, and loss of customers due to harm caused by not interpreting correctly and/or not effectively implementing requirements from Federal and state statutes, laws, regulations and guidelines. Regulatory compliance risk is represented in Fifth Third's other noninterest expense on its income statement. Fifth Third also has certain reserves on its balance sheet related to potential regulatory compliance expenses.
- Operational risk is the risk of loss from inadequate or failed internal processes, people or systems, or from external events. Operational risk includes such items as failure or disruption in IT systems, errors and omissions in processes, and external and internal fraud. Operational risk is represented in Fifth Third's operational risk losses on its income statement, including fraud, non-fraud and residential mortgage representation and warranty losses within other noninterest expense on its income statement.

- Liquidity risk is the risk that the bank is unable to fund increases in assets, and/or liquidate assets at fair market values when required to satisfy debt, deposit or other obligations as they come due. Diversification and deeper access to retail, commercial, and wholesale sources of liquidity are fundamental parts of the Bancorp's liquidity management strategy. Liquidity risk is inherent in Fifth Third's loans, investment securities, deposits, short-term borrowings, and long-term debt.
- The above risks are directly stressed by the related macroeconomic scenario. The Bancorp evaluates and manages these risks as well as reputation and strategic risks under its Enterprise Risk Management framework. Reputation risk is the risk that negative publicity regarding the Bancorp's and its employees' conduct, business practices or associations, whether true or not, will adversely affect its revenues, operations, customer base or share price, or require costly litigation or other defensive measures. Strategic risk is the risk to the Bancorp of action or inaction related to strategic risk factors. These factors include negative effects from business planning or decisions, environmental changes, competitive dynamics, or the management of its resources and activities.

Process/Governance

The Bancorp maintains a robust capital management process to evaluate its capital adequacy. Stress testing is intended to capture a variety of potential unfavorable scenarios applied consistently across risk types and business areas and is utilized to evaluate the Bancorp's capital adequacy under stressed conditions.

Fifth Third's Stress Test Council conducts the stress test process under guidance from the Capital Committee. Fifth Third's Capital Committee is composed of senior executives and capital planning experts and is responsible for all capital-related decisions. The Capital Committee makes recommendations to executive management involving capital actions. These recommendations are reviewed and approved by the Enterprise Risk Management Committee and ultimately reviewed and approved by the Board of Directors.

Fifth Third's Board of Directors is responsible for setting the risk appetite of the Bancorp; for ensuring that its operating risk capacity (as represented by its available financial resources, less a cushion) is sufficient to cover all risk exposures under normal and stressed conditions; for reviewing and challenging management's methodologies that are utilized to measure, monitor and manage risk exposures and capital needs; for approving all policies that govern the capital management process at the Bancorp; and for approving management's capital action plans and recommendations, including potential dividend payments, buybacks and redemptions.

Stress testing is intended to capture a variety of potential unfavorable scenarios that are applied across business areas, risk types, and risk events and is utilized to evaluate and demonstrate the Bancorp's ability to maintain capital adequacy under stressed conditions. Scenario-based stress testing is not expected to capture all potential risks faced by the Bancorp, based on the limitations of the reliance on a discrete and limited number of scenarios. Given the scope and scale of risks facing the Bancorp, despite its traditional banking model, there are exposures that are either difficult to fully or partially quantify or that are not directly or attributably impacted by specific macroeconomic scenarios. There are two primary sources of uncertainty associated with these quantifiable and non-quantifiable sets of risks: the potential impact of non-quantifiable,

non-macroeconomic, idiosyncratic risks, and model risk associated with scenario quantified risks. Modeled projections are subject to imprecision and uncertainty and are a source of potential volatility in capital adequacy assessment. Therefore, Fifth Third's capital adequacy assessment contemplates model risk, or the risk that its models may not properly estimate results for the given macroeconomic scenario, in its consideration of capital adequacy, targets, buffers and scenarios results. In the 2014 CCAR process, the Bancorp evaluated its stress test models and ranked their inherent risk, controls, and residual risk. An aggregate model risk ranking was then used to estimate and quantify risk associated with these models in its assessment of capital targets and buffers.

Fifth Third uses both quantitative and qualitative methodologies for assessing risks, including economic capital modeling. The Bancorp also incorporates idiosyncratic, firm-specific risks in its stress test results to capture risks that may not be inherently driven by or have demonstrated correlation with macroeconomic developments. These include geographic considerations, new business initiatives, asset class concentrations, legal and regulatory risks, counterparty risks, and other potential exposures. Metropolitan Statistical Area (MSA) and state-level macroeconomic data is incorporated into certain aspects of models used for projecting scenario results, and differences in expected geographic economic trends are embedded in projections of business unit and geographic affiliate results. The Bancorp also evaluates firm-specific risks related to its investment in Vantiv, and incorporates certain of those risks. We evaluate the potential impact of such firm-specific risks in considering our capital adequacy, targets, buffers and scenario results.

Methodologies

Fifth Third employs various methodologies in its stress tests for balance sheet, income statement, and capital projections. For supervisory scenarios, macroeconomic variables are provided by the FRB. For variables used in Fifth Third's stress testing that are not provided by the FRB, these are projected by developing statistical relationships between variables that are provided by the FRB and those obtained by a third-party vendor specializing in macroeconomic analysis and forecasting that provide an interpolated variable projection consistent with the FRB scenario. Fifth Third primarily utilizes statistical, regression-based modeling in developing its stress test estimates, particularly for non-baseline scenarios. Other modeling techniques, such as business analytics and other objective quantitative methodologies, are used where predictive statistical relationships cannot be established, as a check for statistical projections, or where there is a strong rationale due to the nature of the projected line item. Fifth Third may apply post-model adjustments to modeled stress test estimates where modeled output may be inconsistent with plausible results due to changes in the business environment, changes in the business profile relative to historical results, etc. In addition to judgment applied as management overlays to modeled results, there is judgment inherent in the selection and development of models. Fifth Third's methodologies include back testing and sensitivity analysis to ensure its estimated results are reasonable.

The following describes methodologies used to estimate certain captions.

Losses: Commercial net charge-off estimates are generated using a loan-level methodology that employs a rating transition model for all non-defaulted borrowers, a default without loss model, a

default with loss model, loss given charge-off model, and exposure at default models that are calibrated to Fifth Third's own loss experience. The models are tailored to various portfolio segments and utilize a variety of macroeconomic variables which correlate to the portfolios' historical loss measures to project commercial credit losses that are consistent with the macroeconomic scenario.

Consumer net charge-off estimates are derived utilizing expected loss models. Expected loss projections are calculated using probability of default, exposure at default, and loss given default models derived at the loan level. The probability of default is generally modeled to estimate the likelihood that a loan will enter the default state during a given period. Loss given default is typically defined as a percentage of the exposure at default which varies by loan type. The models incorporate statistically predictive portfolio segments and their characteristics (e.g., Fifth Third issues credit cards primarily to its banking customers which positively influences historical and expected credit performance). In order to generate expected loss estimates for each scenario, statistically significant macroeconomic variables, such as unemployment rates, home price indices, etc. are utilized under the hypothetical assumptions for each macroeconomic scenario.

Operational losses are estimated using regression-based modeling against the macroeconomic variables with high predictive power and economic reasoning for frequency and severity of losses that employs the loss distribution approach in four different categories: 1) internal and external fraud, 2) clients, products & business practices, 3) execution, delivery & process management, and 4) others including damage to physical assets, business disruption & system failure, and employment practices and workplace safety. Operational losses include potential litigation-related losses and settlement expenses and contemplate the risk of unexpected, unfavorable, stressed outcomes to legal and regulatory risks and costs not necessarily correlated with macroeconomic stress or historical results. Representation and warranty losses related to mortgage repurchases, including loans sold with recourse, are projected using regression-based modeling based on relevant macroeconomic factors. For some types of operational losses, the loss severity has historically displayed relatively low correlation with macroeconomic developments, and therefore certain modeled results are evaluated using alternative methods including quantifications and judgments of the potential for experiencing losses at or near the most elevated levels experienced historically.

Revenues and Expenses (including net interest income and balance sheet projections): Fifth Third primarily utilizes statistical regression-based modeling in developing stress projections for noninterest income and expense line items, but also uses other objective, quantitative business analytics processes for modeling, such as run rate analysis and trend analysis when necessary. Business analytics are employed for line items where statistically-based models lack adequate predictive power. Projections consider macroeconomic factors with statistically significant and intuitive relationships, as well as management's judgment related to items that may not be fully captured by the models, including recent trends, recent changes in regulation, customer behavior, the competitive environment, and strategic initiatives. Operational losses (described in the "Losses" section above) are included in noninterest expense.

For net interest income, Fifth Third utilizes rate and spread projections consistent with the supervisory severely adverse scenario macroeconomic assumptions provided to the bank holding

companies (BHCs) including rate forecasts for five term points (3-month T-bills, 5-year Treasuries, 10-year Treasuries, mortgage rate, and prime rate). Fifth Third utilized these to develop rate forecasts for other term points. Regression-based and business analytics models are used in developing balance sheet projections, as well as management's judgment related to items that may not be fully captured by the models, including recent trends, recent changes in regulation, customer behavior, the competitive environment, and strategic initiatives. These rate and balance sheet projections are used in combination with industry-standard, asset-liability management software to produce interest income/expense projections for each balance sheet category over the planning horizon. In addition to balance and rate information, this software generates income and cash flow projections utilizing various prepayment modeling techniques, deposit behavioral assumptions, and assumptions related to the costs and availability of wholesale funding.

Provision for loan and lease losses: In developing allowance for loan and lease loss projections under the supervisory severely adverse stress scenario, Fifth Third utilizes information generated by its statistically-based net charge-off and nonperforming loan models. By utilizing the loss and non-performing loan projections, Fifth Third ensures that its allowance estimation is reflective of the severity of the economic scenario. Fifth Third evaluates several common coverage ratios (e.g. allowance to total loans, allowance to non-performing loans, and allowance to forward charge-offs) in assessing the adequacy of the allowance over the scenario horizon. Additionally, the adequacy of the reserve at the end of the planning horizon is evaluated in its coverage projected stressed losses beyond the planning horizon. The net charge-off methodology is described above in the "Losses" section.

Income taxes: Fifth Third follows guidance under U.S. Generally Accepted Accounting Principles (GAAP) to estimate the impact of income taxes on its estimated earnings during the planning horizon. Fifth Third's estimated effective tax rate differs from the U.S. federal statutory tax rate principally due to projected tax credits generated from affordable housing investments, projected state income tax and projected income earned on investments that are not subject to taxation.

In addition, Fifth Third follows guidance under regulatory capital rules to estimate the impact of income taxes on its estimated regulatory capital during the planning horizon. In its projections under the supervisory severe scenario, Fifth Third would not expect any significant reduction to capital for deferred tax assets.

Changes in capital position over the planning horizon: Changes to Fifth Third Bancorp's capital position and capital ratios are calculated by analyzing the impact to capital of projected earnings, changes in asset balances, and the prescribed DFAST capital actions. Risk-weighted asset projections are based on applicable risk weightings pertaining to each type of asset category and projected balance sheet changes, including transition to new U.S. "Basel III" capital rules as they phase-in. As part of its capital adequacy evaluation under stress, Fifth Third evaluates the determination that each capital ratio in the supervisory severely adverse scenario exceeds the supervisory minimums at all times, as required, including a Tier 1 common ratio of 5 percent.

Stress Test Results under Supervisory Severely Adverse Scenario

Bancorp:

The following data are the stress test results submitted by Fifth Third in its 2014 stress test submission for the supervisory severely adverse scenario, using the DFAST prescribed capital actions. These results represent estimates of Fifth Third's results from 3Q13 through 4Q15 under this hypothetical scenario, although this scenario is considered highly unlikely to occur. As such, these estimates do not represent forecasts of expected results. The economic assumptions used to arrive at these results were provided by the FRB and involve an economic outcome that is more adverse than expected.

Projected Net Revenue, Net income before Taxes, and Loan Losses by Type:

Projected Losses, Revenue, and Net Income Before Taxes under the Supervisory Severely Adverse Scenario - DFAST		
(\$ in billions)	Cumulative results 4Q13 through 4Q15	Percentage of average assets¹
Pre-provision net revenue ²	\$3.3	2.7%
Other revenue ³	-	-
Less		
Provisions	(\$3.8)	(3.1%)
Realized gains/(losses) on securities	(\$0.1)	(0.1%)
Trading and counterparty losses ⁴	-	-
Other losses/gains ⁵	-	-
Equals		
Net income (loss) before taxes	(\$0.6)	(0.5%)
Memo items		
Other comprehensive income ⁶	-	-
<i>Other affects on capital</i>	<i>Q4 2014</i>	<i>Q4 2015</i>
AOCI included in capital ⁶	-	-

¹ Average assets is the nine-quarter average of total assets.

² Pre-provision net revenue includes losses from operational risk events, mortgage repurchase expenses, and OREO costs.

³ Other revenue includes one-time income and (expense) items not included in pre-provision net

⁴ Trading and counterparty losses include mark-to-market losses and credit valuation adjustments (CVA) losses and losses arising from the counterparty default scenario component applied to derivatives, securities lending, and repurchase agreement activities.

⁵ Other losses/gains includes projected change in fair value of loans held for sale and loans held for investment measured under the fair-value option, and goodwill impairment losses.

⁶ For purposes of this stress test, Fifth Third Bancorp chose to opt-out of including AOCI in regulatory capital calculations

Projected Loan Losses by Type of Loans under the Supervisory Severely Adverse Scenario - DFAST		
	Cumulative Results 4Q13 through 4Q15	Portfolio Loss Rates (%)¹
Loan Losses	\$3.6	4.3%
First-Lien Mortgages, Domestic	0.4	3.5%
Junior Liens and HELOCs, Domestic	0.3	4.2%
Commercial and Industrial ²	1.3	4.1%
Commercial Real Estate	0.5	5.9%
Credit Cards	0.3	15.9%
Other Consumer ³	0.3	2.4%
Other Loans	0.4	4.7%

¹ Average loan balances used to calculate portfolio loss rates exclude loans held for sale and loans held for investment under the fair-value option, and are calculated over nine quarters.

² Commercial and industrial loans include small- and medium- enterprise loans and corporate cards.

³ Other consumer loans include student loans and automobile loans.

Pro forma Regulatory Capital Ratios:

In the supervisory severely adverse scenario required by the Dodd-Frank Act stress testing (DFAST) rules, certain assumptions were required to be used in developing capital actions and capital distributions. These assumed capital actions were determined by the FRB and communicated to the participating CCAR institutions to be used for DFAST purposes. As a result, the prescribed capital actions or distributions prescribed by the FRB do not represent the actual capital actions that Fifth Third included in its 2014 CCAR submission. Instead, as required by the Dodd-Frank Act stress testing rule, BHCs were required to calculate their pro forma capital ratios using the following assumptions regarding its capital actions over the planning horizon:

- For the first quarter of the planning horizon, the BHC must take into account its actual capital actions taken throughout the quarter. These capital actions included the redemption of \$750 million in Trust Preferred Securities, the issuance of \$750 million in subordinated debt, the repurchase of \$656 million of common shares, and the payment of \$0.12 per share in common dividends totaling \$103 million.
- For the second through ninth quarters of the planning horizon, the BHC must include the following in its capital projections: common stock dividends equal to the quarterly average dollar amount of common stock dividends paid in the previous year; payments on any other instrument eligible for inclusion in the numerator of the regulatory capital ratio equal to the stated dividend, interest, or principal due on each such instrument during the quarter; an assumption of no redemption or repurchase of any capital instrument eligible for inclusion in the numerator of the regulatory capital ratio (i.e. no share repurchases may be assumed); and the accretion to common equity related to employee stock compensation.

The above assumptions were applied to estimates of the company-run supervisory severely adverse scenario results (as outlined above), resulting in the following capital ratios:

Bancorp Capital Ratios under the Supervisory Severely Adverse Scenario - DFAST			
	Actual 3Q13	Stressed Capital Ratios¹	
		4Q15	Minimum through 4Q15
Tier 1 Common Ratio (%)	9.9%	9.0%	9.0%
Common Equity Tier 1 Ratio (%)	N/A	9.0%	9.0%
Tier 1 Capital Ratio (%) ²	11.1%	9.9%	9.9%
Total Risk-based Capital Ratio (%) ²	14.3%	13.3%	13.3%
Tier 1 Leverage Ratio (%) ²	10.6%	9.1%	9.1%

¹ The capital ratios are calculated using capital action assumptions provided within the Dodd-Frank Act stress testing rule. These projections represent hypothetical estimates that involve an economic outcome that is more adverse than expected. These estimates are not forecasts of expected losses, revenues, net income before taxes, or capital ratios. The minimum capital ratio presented is for the period 3Q13 through 4Q15.

² From 3Q13 to 4Q14, the capital ratios are calculated using the general risk-based capital rules under current regulatory rules. From 1Q15 to 4Q15, the capital ratios are calculated under the Regulatory Capital Rules' risk-based "standardized approach."

Actual Q3 2013 and Projected Q4 2015 Risk-Weighted Assets under the Supervisory Severely Adverse Scenario - DFAST			
	Actual 3Q13 (Basel I)	Projected Q4 2015	
		General Approach (Basel I)	Regulatory Capital Rules Standardized Approach (Basel III)
Risk-weighted assets (\$ in billions) ¹	\$114.5	\$108.8	\$110.0

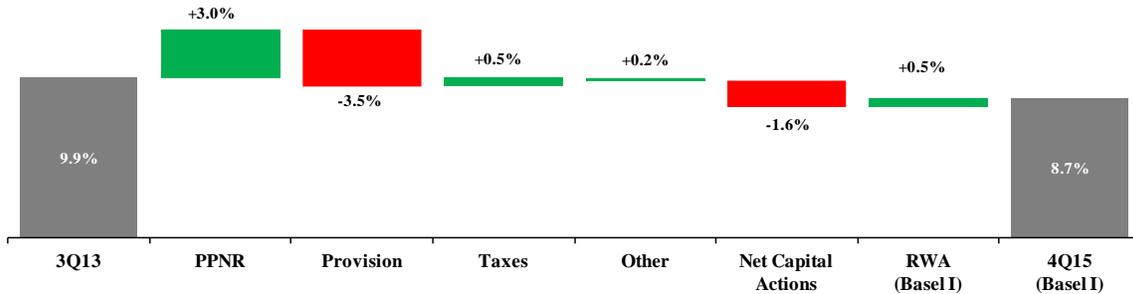
¹ For each quarter in 2014, risk-weighted assets are calculated using the current general risk-based capital approach. For each quarter in 2015, risk-weighted assets are calculated under the Basel III standardized risk-based approach, except for tier 1 common ratio which uses the general risk-based approach for all quarters.

The Bancorp's capital ratios were affected by the benefit of projected cumulative net income resulting from net interest income (primarily attributable to interest income on loans and securities), service charges on deposits, mortgage banking net revenue, corporate banking revenue, and investment advisory revenue partially offset by net charge-offs, compensation-related expenses, and equipment and occupancy expense. The Bancorp's capital ratios benefitted from the decrease in projected risk-weighted assets primarily driven by a decrease in commercial loans, as well as declines in other on-balance sheet assets subject to risk-weighting and letters of credit, and increased deduction for allowance for loan and lease losses. Additionally, Fifth Third Bancorp would be subject to the general capital rules governing the capital or numerator portion of the final capital rules for U.S. banks and the "Standardized Approach" for risk-weighting assets. Common Equity Tier 1 assumes that the Bancorp elects to maintain the current treatment of AOCI components in capital, an election that is not required until 1Q15. The largest impact to the numerator is that the new rules would not require the current 10 percent deduction of mortgage servicing rights assets; the largest changes in the denominator would be the treatment of securitizations, mortgage servicing rights, and lending commitments of less than a year.

Each of the capital ratios also includes \$656 million in share repurchases in 4Q13 as well as actual dividend payments in 4Q13 and the assumed payment of prescribed common and preferred dividends during the period 1Q14-4Q15. The following provides an additional

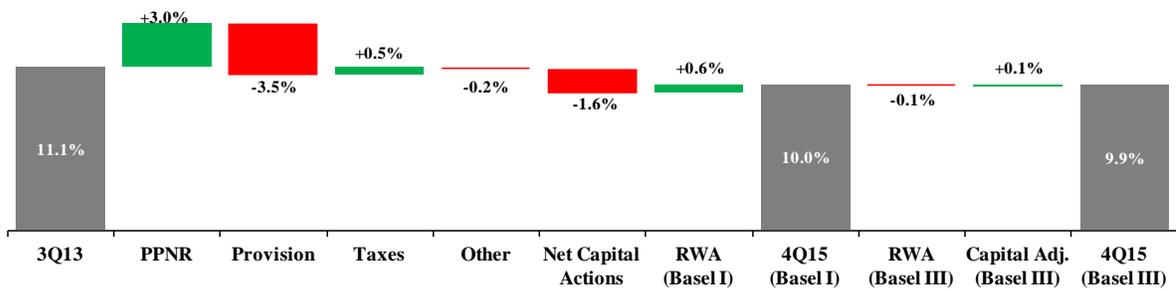
illustration of changes in each of the Bancorp’s regulatory capital ratios over the planning horizon under the supervisory severely adverse scenario (there is no roll-forward of Common Equity Tier 1 as this ratio and new rules did not apply in 9/30/13):

Tier 1 Common



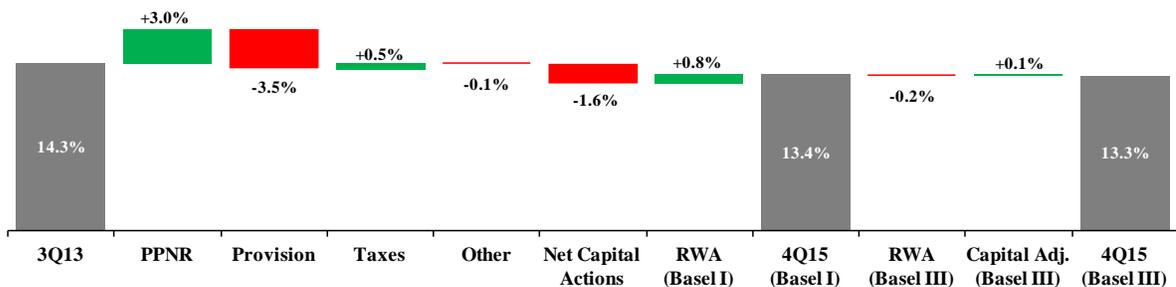
- Net capital actions include any dividends, repurchases or issuances related to preferred, common and other capital instruments

Tier 1 Capital



- Net capital actions include any dividends, repurchases or issuances related to preferred, common and other capital instruments
- The decline in Tier 1 capital also includes a \$750 million redemption of trust preferred securities in 4Q13, partially offset by the issuance of \$450 million in preferred stock in 4Q13. Additionally, the phase-out of trust preferred securities contributed to the decline in Tier 1 capital.

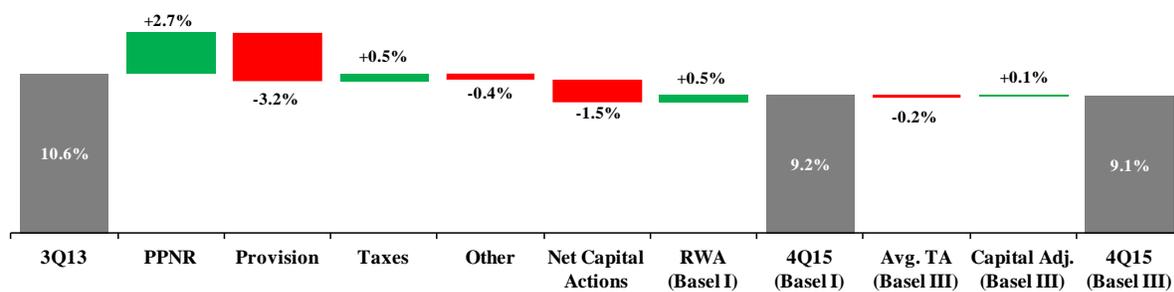
Total Risk-Based Capital



- Net capital actions include any dividends, repurchases or issuances related to preferred, common and other capital instruments

- The capital impact from the \$750 million redemption of trust preferred securities in 4Q13 was offset in Total risk-based capital by the \$750 million subordinated debt issuance in the same quarter. Risk-based capital also benefitted from the issuance of \$450 million in preferred stock in 4Q13. Additionally, the maturity of Tier 2-qualifying subordinated debt throughout the planning horizon contributed to the decline in total risk-based capital.

Tier 1 Leverage



- Net capital actions include any dividends, repurchases or issuances related to preferred, common and other capital instruments
- The decline in Tier 1 leverage also includes a \$750 million redemption of trust preferred securities in 4Q13, partially offset by the issuance of \$450 million in preferred stock in 4Q13. Additionally, the phase-out of trust preferred securities contributed to the decline in Tier 1 capital.

Bank:

Fifth Third Bank is an indirect, wholly-owned subsidiary of Fifth Third Bancorp and the only insured depository institution owned by the Bancorp. The Bank and its consolidated subsidiaries hold approximately 98 percent of the Bancorp's total assets and contain all of the Bancorp's core businesses. As a result, the changes in regulatory capital ratios for the Bancorp and the Bank are driven by substantially similar causes. The following table represents the Bank's capital ratios under the supervisory severely adverse scenario:

	Bank Capital Ratios under the Supervisory Severely Adverse Scenario - DFAST		
	Actual 3Q13	Stressed Capital Ratios ¹	
		4Q15	Minimum through 4Q15
Tier 1 Common Ratio (%)	11.6%	11.7%	11.3%
Common Equity Tier 1 Ratio (%)	N/A	11.7%	11.5%
Tier 1 Capital Ratio (%) ²	11.6%	11.7%	11.3%
Total Risk-based Capital Ratio (%) ²	13.0%	12.8%	12.6%
Tier 1 Leverage Ratio (%) ²	11.0%	11.2%	10.5%

¹ These projections represent hypothetical estimates that involve an economic outcome that is more adverse than expected. These estimates are not forecasts of expected losses, revenues, net income before taxes, or capital ratios. The minimum capital ratio presented is for the period 3Q13 through 4Q15.

² From 3Q13 through 4Q14, the capital ratios are calculated using the general risk-based capital rules under current regulatory rules. From 1Q15 through 4Q15, the capital ratios are calculated under the Regulatory Capital Rules' risk-based "standardized approach."

Bank capital actions in the supervisory stress scenario were estimated by considering changes in Bank earnings, changes in asset balances, and distributions of dividends from the Bank to the Bancorp. The Bank's capital actions were assumed to include dividends from the Bank to the Bancorp when net income was positive during the planning horizon (and no dividends during periods with net losses), generally consistent with the requirement that we assume the Bancorp pays its current dividend throughout the supervisory severely adverse scenario).

The following provides a discussion of changes in the Bank's regulatory capital ratios over the planning horizon (underlying projected operating and balance trends were those discussed in the explanation of the causes of changes in Bancorp capital ratios). Bank capital ratios were little changed over the horizon, reflecting modest cumulative net income (largely assumed to be distributed to the Bancorp) and a reduction in projected tangible and risk weighted assets under current ("Basel I") capital rules. Ending capital ratios reflected a modest increase in risk-weighted assets under the new "Standardized Approach" ("Basel III") rules for risk-weighting assets and a modest increase in the capital numerator under new capital rules, both of which will take effect in 1Q15. (The denominator of the leverage ratio – average tangible assets – is not subject to the same adjustments as risk-weighted assets under new capital rules.)

Forward-Looking Statements

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

There are a number of important factors that could cause future results to differ materially from historical performance and these forward-looking statements. Factors that might cause such a difference include, but are not limited to: (1) general economic conditions and weakening in the economy, specifically the real estate market, either nationally or in the states in which Fifth Third, one or more acquired entities and/or the combined company do business, are less favorable than expected; (2) deteriorating credit quality; (3) political developments, wars or other hostilities may disrupt or increase volatility in securities markets or other economic conditions; (4) changes in the interest rate environment reduce interest margins; (5) prepayment speeds, loan origination and sale volumes, charge-offs and loan loss provisions; (6) Fifth Third's ability to maintain required capital levels and adequate sources of funding and liquidity; (7) maintaining capital requirements may limit Fifth Third's operations and potential growth; (8) changes and trends in capital markets; (9) problems encountered by larger or similar financial institutions may adversely affect the banking industry and/or Fifth Third; (10) competitive pressures among depository institutions increase significantly; (11) effects of critical accounting policies and judgments; (12) changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board (FASB) or other regulatory agencies; (13) legislative or regulatory changes or actions, or significant litigation, adversely affect Fifth Third, one or more acquired entities and/or the combined company or the businesses in which Fifth Third, one or more acquired entities and/or the combined company are engaged, including the Dodd-Frank Wall Street Reform and Consumer Protection Act; (14) ability to maintain favorable ratings from rating agencies; (15) fluctuation of Fifth Third's stock price; (16) ability to attract and retain key personnel; (17) ability to receive dividends from its subsidiaries; (18) potentially dilutive effect of future acquisitions on current shareholders' ownership of Fifth Third; (19) effects of accounting or financial results of one or more acquired entities; (20) difficulties from Fifth Third's investment in or the results of operations of Vantiv, LLC; (21) loss of income from any sale or potential sale of businesses that could have an adverse effect on Fifth Third's earnings and future growth; (22) ability to secure confidential information and deliver products and services through the use of computer systems and telecommunications networks; and (23) the impact of reputational risk created by these developments on such matters as business generation and retention, funding and liquidity.

You should refer to our periodic and current reports filed with the Securities and Exchange Commission, or "SEC," for further information on other factors, which could cause actual results to be significantly different from those expressed or implied by these forward-looking statements.

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