

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2017</div> This Form is Open to Public Inspection
---	---	--

Part I	Annual Report Identification Information
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report ☐ the final return/report ☒ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ▶ ☐	
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<div style="border: 1px solid black; padding: 2px; display: inline-block;">007</div>	
	1c Effective date of plan <u>11/01/1951</u>		
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FIFTH THIRD BANCORP</u> <u>BENEFITS DEPARTMENT</u> <u>38 FOUNTAIN SQUARE PLAZA</u> <u>MD10GA51</u> <u>CINCINNATI, OH 45202-3102</u>	2b Employer Identification Number (EIN) <u>31-0854434</u>	2c Plan Sponsor's telephone number <u>513-534-4102</u>	2d Business code (see instructions) <u>522110</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	11/14/2018	ROBERT SHAFFER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2017)
v. 170203

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 4878
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 1420 6a(2) 1284 6b 924 6c 2268 6d 4476 6e 145 6f 4621 6g 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1A 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ 0 **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **Round off amounts to nearest dollar.**
▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FIFTH THIRD BANCORP</u>	D Employer Identification Number (EIN) <u>31-0854434</u>

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
---	---

Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2017</u>			
2 Assets:			
a Market value	2a	<u>174850035</u>	
b Actuarial value	2b	<u>180205017</u>	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	<u>1053</u>	<u>51448346</u>	<u>51448346</u>
b For terminated vested participants	<u>2405</u>	<u>56910340</u>	<u>56910340</u>
c For active participants	<u>1420</u>	<u>35656280</u>	<u>36088019</u>
d Total	<u>4878</u>	<u>144014966</u>	<u>144446705</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	<u>5.89 %</u>	
6 Target normal cost	6	<u>629887</u>	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		
Signature of actuary	<u>10/15/2018</u>	Date
<u>KEVIN H. PRAY</u>	<u>17-04836</u>	Most recent enrollment number
Type or print name of actuary	<u>901-930-0000</u>	Telephone number (including area code)
<u>TOWERS WATSON DELAWARE INC.</u>		
Firm name		
<u>3340 PLAYERS CLUB PARKWAY</u> <u>SUITE 200</u> <u>MEMPHIS, TN 38125</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	48356960	21118270
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	499000	0
9 Amount remaining (line 7 minus line 8)	47857960	21118270
10 Interest on line 9 using prior year's actual return of <u>7.16</u> %	3426630	1512068
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2550340
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.09</u> %		124927
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		35728
c Total available at beginning of current plan year to add to prefunding balance		2710995
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	9268000	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	42016590	22630338

Part III Funding Percentages

14 Funding target attainment percentage	14	80.00%
15 Adjusted funding target attainment percentage	15	124.75%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	115.09%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age.....				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	629887	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	629887	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	629887	0	629887
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:				
a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011
42 Amount of acceleration adjustment	42	0		
43 Excess installment acceleration amount to be carried over to future plan years	43	0		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2017
		This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
A Name of plan THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN	B Three-digit plan number (PN) ▶	007
C Plan sponsor's name as shown on line 2a of Form 5500 FIFTH THIRD BANCORP	D Employer Identification Number (EIN) 31-0854434	

Part I	Service Provider Information (see instructions)
--------	---

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
FIFTH THIRD RETIREMENT SERVICES	38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263
31-1051736	

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON DELAWARE, INC.

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13 17	NONE	149347	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

THOMPSON HINE LLP

127 PUBLIC SQUARE
3900 KEY CENTER
CLEVELAND, OH 44114

34-0575300

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	11793	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan <u>THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>007</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>FIFTH THIRD BANCORP</u>	D Employer Identification Number (EIN) <u>31-0854434</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: FIFTH THIRD EQUITY INDEX

b Name of sponsor of entity listed in (a): FIFTH THIRD BANK

c EIN-PN <u>30-0194096-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>28970463</u>
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>		
A Name of plan <u>THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIFTH THIRD BANCORP</u>	D Employer Identification Number (EIN) <u>31-0854434</u>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	4	536295
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2965000	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	252884	256498
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6229225	6917753
(2) U.S. Government securities.....	1c(2)	10980903	12182030
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	8164254	17651931
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	42283228	26862904
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts.....	1c(9)	23797621	28970463
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	75962057	92180021
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	4816950	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	175452126	185557895

Liabilities

g Benefit claims payable	1g	1326977	36982
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	242592	365974
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1569569	402956

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	173882557	185154939
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	49805	
(B) U.S. Government securities	2b(1)(B)	234072	
(C) Corporate debt instruments	2b(1)(C)	248055	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	151696	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		683628
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	1035417	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2522365	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3557782
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	72264318	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	69651403	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2612915
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	3510289	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		3510289

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5172842
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		12476379
c Other income	2c		53787
d Total income. Add all income amounts in column (b) and enter total.....	2d		28067622

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	16297518	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		16297518
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	91695	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	1432	
(4) Other	2i(4)	404595	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		497722
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		16795240

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11272382
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE

(2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e		X	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
 If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
 If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4163480. (See instructions.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
A Name of plan THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 FIFTH THIRD BANCORP		D Employer Identification Number (EIN) 31-0854434
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 31-1051736		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 202
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month Day Year If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2017 v. 170203		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 75.5% Investment-Grade Debt: 17.4% High-Yield Debt: 0.2% Real Estate: 0.0% Other: 6.9%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

The Fifth Third Bancorp Master Retirement Plan

EIN: 31-0854434

PN: 007

Financial Statements and Notes to Financial
Statements as of and for the years ended
December 31, 2017 and 2016, Supplemental
Schedules as of December 31, 2017, and
Independent Auditors' Report

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS AND NOTES TO FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2017 and 2016	3
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2017 and 2016	4
Notes to Financial Statements as of and for the years ended December 31, 2017 and 2016	5-12
SUPPLEMENTAL SCHEDULES:	
Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2017	13-22
Schedule H, Part IV, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2017	23
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
The Fifth Third Bancorp Master Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Fifth Third Bancorp Master Retirement Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2017 and 2016, and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2017 and 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fifth Third Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2017 and 2016, and for the years ended December 31, 2017 and 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

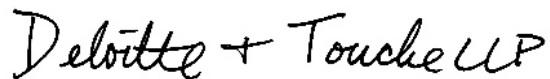
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Assets (Held at End of Year) as of December 31, 2017 and Reportable Transactions for the Year Ended December 31, 2017 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Deloitte + Touche LLP". The signature is written in a cursive, flowing style.

October 15, 2018

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
ASSETS:		
Cash	\$ 536,295	\$ 4
Investments - at fair value:		
Cash equivalents	6,917,753	6,229,225
Common stock - Fifth Third Bancorp (Note 5)	-	4,816,950
Common stock	26,862,904	42,283,229
Mutual and exchange-traded funds	92,180,021	75,962,057
Collective funds	28,970,463	23,797,621
U.S. Treasury securities and agency obligations	12,182,030	10,980,904
Corporate bonds and notes	11,594,573	6,463,551
Municipal bonds and notes	493,971	-
Non-agency mortgage-backed securities	1,272,149	271,093
Non-agency asset-backed securities	4,291,238	1,429,608
Total investments - at fair value (Note 4)	<u>184,765,102</u>	<u>172,234,238</u>
Receivables:		
Employer contributions	-	2,965,000
Accrued investment income	256,498	252,884
Total receivables	<u>256,498</u>	<u>3,217,884</u>
Total assets	<u>\$ 185,557,895</u>	<u>\$ 175,452,126</u>
LIABILITIES:		
Investment securities purchased, not settled	\$ 365,974	\$ 242,592
Benefit claims payable	36,982	1,326,977
Total liabilities	<u>\$ 402,956</u>	<u>\$ 1,569,569</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 185,154,939</u>	<u>\$ 173,882,557</u>

Refer to the Notes to Financial Statements.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

	<u>2017</u>	<u>2016</u>
ADDITIONS:		
Investment income:		
Dividend and interest income	\$ 4,241,410	\$ 3,182,500
Net appreciation in fair value of investments	<u>23,772,425</u>	<u>8,302,159</u>
Net investment income	28,013,835	11,484,659
Other income	53,787	61,290
Employer contributions	<u>-</u>	<u>2,965,000</u>
Total additions	28,067,622	14,510,949
DEDUCTIONS:		
Benefits paid to participants	16,297,518	22,955,627
Administrative and other expenses	<u>497,722</u>	<u>543,389</u>
Total deductions	<u>16,795,240</u>	<u>23,499,016</u>
INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	11,272,382	(8,988,067)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of period	<u>173,882,557</u>	<u>182,870,624</u>
End of period	<u>\$ 185,154,939</u>	<u>\$ 173,882,557</u>

Refer to the Notes to Financial Statements.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

1. DESCRIPTION OF PLAN

The following description of the major provisions of The Fifth Third Bancorp Master Retirement Plan (the “Plan”) is provided for general informational purposes only. Participants should refer to the Plan document for more complete information.

General - The Plan is sponsored and administered by Fifth Third Bancorp (the “Plan Sponsor”). The Plan is a noncontributory defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. On December 31, 2001, the Fifth Third Bancorp Master Retirement Plan (the “Predecessor Plan”) was merged into the Old Kent Retirement Income Plan. Effective with the merger, this newly merged plan was then renamed The Fifth Third Bancorp Master Retirement Plan. Fifth Third Bancorp amended and restated the Plan in its entirety, effective as of January 1, 2015. The Plan now provides additional options for benefits to be paid to participants. In addition, the policy on distribution for lump sum payments was updated. Fifth Third Bank (the “Trustee”), a wholly-owned subsidiary of Fifth Third Bancorp, serves as the Trustee of the Plan and manages the Plan’s investments.

Pension Benefits - Under the Predecessor Plan, effective November 15, 1998, benefits were frozen, except for grandfathered employees. A grandfathered employee was a participant who, as of December 31, 1998, met the following requirements: (1) was an employee of a Fifth Third Bancorp participating subsidiary, (2) was at least 50 years old and (3) had credit for at least 15 vesting years.

The Plan provides for retirement benefits upon reaching age 65 and five years of vesting service and has provisions for early and deferred retirement benefits. Effective November 15, 1998, annual benefits under the Predecessor Plan accrue only for grandfathered employees, based upon a formula using years of credited service and the employee’s base pay rate adjusted for social security benefits. In addition, certain employees are entitled to benefits applicable to certain plans merged with the Predecessor Plan. Benefits of the Predecessor Plan are payable in the form of a single life annuity, qualified joint and survivor annuity, a contingent annuity, a life annuity with 10 years certain, a life annuity of 15 years certain or a lump sum. Lump sum payments not exceeding \$5,000 are paid in a lump sum immediately on or after the participant’s commencement date if no other election is made. Benefits not exceeding \$1,000 are paid in cash and benefits exceeding \$1,000 are distributed in an automatic rollover to an individual retirement account. In addition, other optional forms of payment are available as permitted under an appendix in the Predecessor Plan document.

All Plan participants are 100% vested.

Funding Policy - Contributions to provide benefits under the Plan are made solely by the Plan Sponsor. The Plan Sponsor’s funding policy is to make cash contributions to the Plan in amounts as determined by the Plan’s independent actuary. The Plan Sponsor met the minimum funding requirements of ERISA for both the years ended December 31, 2017 and 2016. The Plan Sponsor did not elect to make an additional contribution for the year ended December 31, 2017 and elected to make an additional contribution of \$2,965,000 for the year ended December 31, 2016.

Termination - Although it has not expressed its intention to do so, the Plan Sponsor has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to amend or terminate the Plan subject to the provisions set forth in ERISA. In the event of any termination of the Plan or upon complete or partial discontinuance of contributions, the accounts of each affected participant shall become fully vested. In the event the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested, normal-age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide these benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided by the then existing assets and the PBGC guaranty, while other benefits may not be provided at all.

Tax Status - The Internal Revenue Service (IRS) has determined and informed the Bancorp by a letter dated December 17, 2015 that the Plan (effective January 1, 2015) and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America (U.S. GAAP) require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accounting records of the Plan are maintained on the accrual basis of accounting. The accompanying financial statements have been prepared in accordance with U.S. GAAP. The Plan has evaluated subsequent events through October 15, 2018, the date of issuance, to determine if either recognition or disclosure of significant events or transactions is required. As a result of such review, no such events or disclosures were noted.

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates and assumptions and could be material to the financial statements.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Plan contributions are made and the actuarial present value of the accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

Cash Equivalents - Cash equivalents include amounts held in the Federated Government Obligations Money Market Fund, which are readily convertible to cash upon demand and are considered short-term investment funds that have an original maturity of 90 days or less at the time of purchase. Cash equivalents are valued at cost, which approximates fair value.

Valuation of Investments - Investments are stated at fair value in accordance with Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*. The Plan's fair value measurements involve various valuation techniques and models, which involve inputs that are observable, when available. Valuation techniques and parameters used for measuring assets and liabilities are reviewed and validated by the Plan on a quarterly basis. Additionally, the Plan monitors the fair values of significant assets and liabilities using a variety of methods including the evaluation of pricing runs and exception reports based on certain analytical criteria, comparison to previous trades and overall review and assessments for reasonableness. The Plan may, as a practical expedient, measure the fair value of certain investments on the basis of the net asset value (NAV) per share of the investment, or its equivalent. For further information on fair value measurements, refer to Note 4.

Income Recognition - In accordance with the Department of Labor's regulations, realized and unrealized gains and losses are based on the value of the investments as of the beginning of the Plan year or at the time of purchase, if purchased during the year, and are reflected in the Statements of Changes in Net Assets Available for Benefits. Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Administrative and Other Expenses - Administrative and other expenses include fees paid by the Plan to the Plan's actuary and legal counsel for services rendered and premiums paid to the PBGC. In addition, the Plan Sponsor pays certain expenses of administering the Plan, although it is not obligated to do so under the Plan provisions.

Reclassification - Certain prior period data has been reclassified to conform to current period presentation.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

3. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the services employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. Benefits payable as a result of retirement, death, disability or termination of employment are included, to the extent they are deemed attributable to employee services rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary and the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations for the 2017 and 2016 Plan years were:

- (a) Retirement age assumptions: weighted average retirement age is 61 at both December 31, 2017 and 2016; and
- (b) Discount rate: 3.47% and 3.97% at December 31, 2017 and 2016, respectively; and
- (c) Life expectancy of participants: RP-2014 Mortality Tables.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated plan benefits as of December 31, 2017 and 2016 is as follows:

	December 31, 2017	December 31, 2016
Vested benefits:		
Active employees	\$ 47,148,444	46,217,890
Retired participants	61,194,307	59,996,775
Vested, terminated and transferred participants	77,553,221	74,449,876
Total vested benefits	<u>185,895,972</u>	<u>180,664,541</u>
Non-vested benefits	<u>377,467</u>	<u>405,340</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 186,273,439</u></u>	<u><u>181,069,881</u></u>

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended December 31, 2017 are as follows:

Present value of accumulated plan benefits, beginning of period	\$ 181,069,881
Increase during the year attributable to:	
Benefits accumulated	2,218
Decrease in discount period	6,837,789
Actuarial losses	1,947,124
Benefits paid	(17,671,206)
Change of assumptions	14,087,633
Net Increase	<u>5,203,558</u>
Present value of accumulated plan benefits, end of period	<u>\$ 186,273,439</u>

4. FAIR VALUE MEASUREMENTS

The Plan measures certain financial assets and liabilities at fair value in accordance with U.S. GAAP, which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP also establishes a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the instrument's fair value measurement. The three levels within the fair value hierarchy are described as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Unobservable inputs for the asset or liability for which there is little, if any, market activity at the measurement date. Unobservable inputs reflect the Plan's own assumptions about what market participants would use to price the asset or liability. The inputs are developed based on the best information available in the circumstances, which might include the Plan's own financial data such as internally developed pricing models, discounted cash flow methodologies, as well as instruments for which the fair value determination requires significant management judgment.

The methods described above involve various valuation techniques and models, which involve inputs that are observable, when available. Valuation techniques and parameters used for measuring assets and liabilities are reviewed and validated on a quarterly basis. Additionally, the Plan monitors the fair values of significant assets and liabilities using a variety of methods including the evaluation of pricing runs and exception reports based on certain analytical criteria, comparison to previous trades and overall review and assessments for reasonableness.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

The following tables summarize assets measured at fair value on a recurring basis. In accordance with U.S. GAAP, collective funds which are measured using NAV as a practical expedient have not been classified within the fair value hierarchy. The fair value of collective funds presented in the table below is intended to permit reconciliation to the amounts presented in the Statements of Net Assets Available for Benefits.

As of December 31, 2017	Fair Value Measurements Using			Total Fair Value
	Level 1 ^(a)	Level 2 ^(a)	Level 3	
Investments:				
Cash equivalents	\$ 6,917,753	-	-	6,917,753
Common stock	26,862,904	-	-	26,862,904
Mutual and exchange-traded funds	92,180,021	-	-	92,180,021
U.S. Treasury securities and agency obligations	8,788,915	3,393,115	-	12,182,030
Corporate bonds and notes	-	11,594,573	-	11,594,573
Municipal bonds and notes	-	493,971	-	493,971
Non-agency mortgage-backed securities	-	1,272,149	-	1,272,149
Non-agency asset-backed securities	-	4,291,238	-	4,291,238
Total investments, excluding collective funds	\$ 134,749,593	21,045,046	-	155,794,639
Collective funds (NAV)				28,970,463
Total investments				\$ 184,765,102

(a) The Bancorp evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. During the year ended December 31, 2017, no assets or liabilities were transferred between Level 1 and Level 2, nor were any changes in the methodology employed.

As of December 31, 2016	Fair Value Measurements Using			Total Fair Value
	Level 1 ^(a)	Level 2 ^(a)	Level 3	
Investments:				
Cash equivalents	\$ 6,229,225	-	-	6,229,225
Common stock	47,100,179	-	-	47,100,179
Mutual and exchange-traded funds	75,962,057	-	-	75,962,057
U.S. Treasury securities and agency obligations	7,653,529	3,327,375	-	10,980,904
Corporate bonds and notes	-	6,463,551	-	6,463,551
Non-agency mortgage-backed securities	-	271,093	-	271,093
Non-agency asset-backed securities	-	1,429,608	-	1,429,608
Total investments, excluding collective funds	\$ 136,944,990	11,491,627	-	148,436,617
Collective funds (NAV)				23,797,621
Total investments				\$ 172,234,238

(a) The Bancorp evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. During the year ended December 31, 2016, no assets or liabilities were transferred between Level 1 and Level 2, nor were any changes in the methodology employed.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

The following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Cash equivalents

Cash equivalents are comprised of money market mutual funds that invest in short-term money market instruments that are issued and payable in U.S. dollars. The Plan measures its cash equivalent funds that are exchange-traded using the fund's quoted price, which is in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy.

Common stock

The Plan measures its common stock using the stock's quoted price which is available in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy.

Mutual and exchange-traded funds

The Plan measures its mutual and exchange-traded funds, which are registered with the Securities and Exchange Commission, using the funds' quoted prices which are available in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy. The mutual and exchange-traded funds held by the Plan are open-ended funds and are required to publicly publish their NAV on a daily basis. The funds are also required to transact and use the daily NAV as a basis for transactions. Therefore, the NAV reflects the fair value of the Plan's investment.

U.S. Treasury securities and agency obligations, corporate bonds and notes and municipal bonds and notes

For U.S. Treasury securities, the Plan measures the fair value based on quoted prices which are available in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy. Where quoted prices are not available, the Plan measures agency obligations, corporate bonds and notes and municipal bonds and notes based on matrix pricing models that include the bid price, which factors in the yield curve and other characteristics of the security including the interest rate, prepayment speeds and length of maturity. Therefore, these investments are classified within Level 2 of the valuation hierarchy.

Non-agency mortgage-backed securities and non-agency asset-backed securities

The fair values of non-agency mortgage-backed securities and non-agency asset-backed securities are estimated based on models that consider the estimated cash flows of each tranche of the entity, establishes a benchmark yield and develops an estimated tranche-specific spread to the benchmark yield based on the unique attributes of the tranche. These investments are estimated using observable and timely inputs and, therefore, are classified within Level 2 of the valuation hierarchy.

Collective funds

Investments in collective funds are valued based upon the investee's NAV or its equivalent as a practical expedient. NAV is determined by the fund's management by dividing the fund's net assets at fair value by the number of units outstanding at the valuation date. Investments valued using NAV as a practical expedient are not classified within the fair value hierarchy. The Plan's collective funds included the Fifth Third Equity Index Fund at both December 31, 2017 and 2016.

The Fifth Third Bank Equity Index Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the associated investment index over the long term. Investments in the Fifth Third Bank Equity Index Fund do not have a minimum holding period and the Plan does not have any unfunded commitments to the fund. Shares are redeemable at any time with no notice required, but could be subject to redemption delays if the fund receive redemption requests which exceed its available liquidity.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of collective funds managed by Fifth Third Bank. Fifth Third Bank is the Trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. There were no fees paid by the Plan for investment management services.

Fifth Third Bank provides the Plan with certain accounting and administrative services for which no fees are charged.

At December 31, 2017, the Plan did not hold any shares of Fifth Third Bancorp common stock. At December 31, 2016, the Plan held 178,604 shares of Fifth Third Bancorp common stock with a cost basis of \$2,471,446 and a fair value of \$4,816,950, respectively. During the years ended December 31, 2017 and 2016, the Plan recorded dividend income of \$50,009 and \$94,660 on those shares, respectively.

6. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information (see accompanying independent auditors' report) regarding the Plan as of December 31, 2017 and 2016, and for the years then ended, included in the Plan's financial statements and supplemental schedules that was prepared by or derived from information prepared by Fifth Third Bank, the Trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	<u>December 31,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
Statements of Net Assets Available for Benefits:		
Total investments	\$ 184,765,102	\$ 172,234,238
Accrued investment income	256,498	252,884
Statements of Changes in Net Assets Available for Benefits:		
Dividend and interest income	4,241,410	3,182,500
Net appreciation in fair value of investments	23,772,425	8,302,159

The Trustee has also certified all investment balances in Note 4, all information related to the Plan's investment in shares of Fifth Third Bancorp's common stock in Note 5 and all information in the supplemental schedules.

There were no unsettled security sales as of both December 31, 2017 and 2016. As of December 31, 2017 and 2016, the investment balance was adjusted for unsettled security purchases of \$365,974 and \$242,592, respectively. This adjustment was not certified by the Trustee of the Plan.

SUPPLEMENTAL SCHEDULES

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR)****AS OF DECEMBER 31, 2017**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
CASH:			
Cash	Noninterest-bearing cash	\$ 536,295	\$ 536,295
CASH EQUIVALENTS:			
Federated Government Obligations Money Market Fund	Money market mutual fund	6,917,753	6,917,753
COMMON STOCK:			
AbbVie Inc.	Common stock	199,351	400,670
Agree Realty Corp.	Common stock	69,637	88,168
Alexandria Real Estate Equities, Inc.	Common stock	276,413	403,784
Alphabet Inc., Class A	Common stock	250,929	386,598
American Campus Communities Inc.	Common stock	153,032	133,019
American Tower Corp.	Common stock	455,272	620,757
Amgen, Inc.	Common stock	230,268	371,624
Apartment Investment & Management Company	Common stock	145,669	170,076
Apple, Inc.	Common stock	134,361	375,521
AT&T, Inc.	Common stock	181,663	200,971
Avalonbay Communities, Inc.	Common stock	168,592	196,251
Avery Dennison Corp.	Common stock	273,291	315,635
Bank of America Corp.	Common stock	243,305	428,483
Baxter International Inc.	Common stock	312,414	386,677
The Boeing Company	Common stock	152,422	406,681
Boston Properties, Inc.	Common stock	225,355	234,314
Brixmor Property Group Inc.	Common stock	108,308	74,416
Broadcom Ltd	Common stock	225,373	370,707
Broadridge Financial Solutions Inc.	Common stock	234,629	406,885
CDW Corp.	Common stock	210,518	402,486
CenterPoint Energy, Inc.	Common stock	283,224	291,598
Chevron Corp.	Common stock	368,311	411,625
Chubb Ltd	Common stock	382,918	427,430
Citizens Financial Group Inc.	Common stock	376,441	456,994
Colony Northstar, Inc., Class A	Common stock	148,502	94,178
Comcast Corp., Class A	Common stock	301,006	421,006
Corning Inc.	Common stock	368,266	389,382
Crown Castle International Corp.	Common stock	281,325	344,020
Cubesmart	Common stock	214,796	222,106
D R Horton Inc.	Common stock	252,472	415,454
Digital Realty Trust, Inc.	Common stock	141,345	141,578
Dr. Pepper Snapple Group, Inc.	Common stock	259,731	322,530
EastGroup Properties, Inc.	Common stock	154,495	209,637
Education Realty Trust, Inc.	Common stock	167,313	144,045
EPR Properties	Common stock	262,166	263,149
Equinix, Inc.	Common stock	137,377	141,405

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2017**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
COMMON STOCK (continued):			
Equity LifeStyle Properties, Inc.	Common stock	\$ 70,714	\$ 71,394
Exelon Corp.	Common stock	264,061	289,309
Extra Space Storage Inc.	Common stock	69,545	78,355
Exxon Mobil Corp.	Common stock	413,236	401,639
Facebook Inc.	Common stock	299,624	407,623
Federal Realty Investment Trust	Common stock	250,681	239,058
FedEx Corp.	Common stock	410,482	408,497
First Industrial Realty Trust Inc.	Common stock	156,547	197,632
Gaming & Leisure Properties Inc.	Common stock	172,067	195,545
Gramercy Property Trust Inc.	Common stock	31,337	156,947
The Home Depot, Inc.	Common stock	413,981	417,914
Honeywell International Inc.	Common stock	305,090	411,618
Hospitality Properties Trust	Common stock	149,481	152,862
Host Hotels and Resorts, Inc.	Common stock	212,435	237,962
Ingredion Inc.	Common stock	314,610	329,648
Intel Corp.	Common stock	300,786	399,515
Investors Real Estate Trust	Common stock	112,727	103,808
Invitation Homes Inc.	Common stock	70,579	92,088
Iron Mountain Inc.	Common stock	175,098	170,389
Jernigan Capital, Inc.	Common stock	57,135	55,756
Johnson & Johnson	Common stock	280,799	418,601
JP Morgan Chase & Co.	Common stock	254,316	435,674
Juniper Networks Inc.	Common stock	396,217	410,457
Kimberly-Clark Corp.	Common stock	274,627	318,060
Kite Realty Group Trust	Common stock	146,908	95,452
Lam Research Corp.	Common stock	181,920	401,273
Lamar Advertising Company, Class A	Common stock	72,597	82,778
Lear Corp.	Common stock	274,349	391,655
LTC Properties, Inc.	Common stock	138,414	127,514
Mastercard Inc.	Common stock	361,112	389,601
Microsoft Corp.	Common stock	236,033	415,724
Morgan Stanley	Common stock	344,293	428,050
Outfront Media Inc.	Common stock	158,096	142,146
Owens Corning Inc.	Common stock	241,876	415,937
Packaging Corp. of America	Common stock	192,014	282,569
Pennsylvania Real Estate Investment Trust	Common stock	147,183	79,152
Pfizer Inc.	Common stock	382,957	401,209
Philip Morris International Inc.	Common stock	365,761	335,861
Prologis Inc.	Common stock	177,507	277,070
Prudential Financial Inc.	Common stock	381,532	419,332
PVH Corp.	Common stock	368,091	398,183
Royal Caribbean Cruises Ltd.	Common stock	217,236	399,588
Simon Property Group, Inc.	Common stock	383,829	354,471

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2017**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
COMMON STOCK (continued):			
Stanley Black & Decker Inc.	Common stock	\$ 263,300	\$ 412,856
Starwood Property Trust Inc.	Common stock	434,250	421,663
Stryker Corp.	Common stock	298,755	408,932
Sysco Corp.	Common stock	268,974	332,254
T-Mobile US, Inc.	Common stock	206,619	200,946
Terreno Realty Corp.	Common stock	138,981	193,286
UnitedHealth Group Inc.	Common stock	248,632	401,237
Valero Energy Corp.	Common stock	286,455	387,585
Ventas, Inc.	Common stock	115,813	101,537
Vornado Realty Trust	Common stock	100,717	100,070
Weingarten Realty Investors	Common stock	151,004	137,561
Welltower Inc.	Common stock	223,558	196,348
Weyerhaeuser Co.	Common stock	234,376	260,853
Total common stock:		<u>21,549,807</u>	<u>26,862,904</u>
MUTUAL AND EXCHANGE-TRADED FUNDS:			
AQR Equity Market Neutral Fund, Class I	Mutual and exchange- traded funds	1,065,335	1,119,993
AQR Managed Futures Strategy Fund	Mutual and exchange- traded funds	220,947	188,361
ASG Managed Futures Strategy Fund	Mutual and exchange- traded funds	205,551	203,507
Balter Long Short Small Cap Equity Fund, Institutional Class	Mutual and exchange- traded funds	788,267	869,595
Boston Partners Long/Short Research Institutional Fund	Mutual and exchange- traded funds	809,845	908,723
DoubleLine Flexible Income Fund, Class I	Mutual and exchange- traded funds	1,316,274	1,350,050
EnTrustPermal Alternative Core Fund Class I	Mutual and exchange- traded funds	3,988,506	3,977,175
EuroPacific Growth Fund, Class F-2	Mutual and exchange- traded funds	14,090,724	18,465,082
Goldman Sachs Long Short Credit Strategies Fund	Mutual and exchange- traded funds	1,394,155	1,304,861
IShares Core MSCI EAFE ETF	Mutual and exchange- traded funds	11,321,796	11,596,019
IShares Core S&P Mid-Cap ETF	Mutual and exchange- traded funds	6,920,823	7,724,046
IShares Core S&P Small-Cap ETF	Mutual and exchange- traded funds	6,882,023	7,777,012

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

AS OF DECEMBER 31, 2017

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
MUTUAL AND EXCHANGE-TRADED FUNDS (continued):			
IShares Russell 1000 Fund ETF	Mutual and exchange-traded funds	\$ 12,963,403	\$ 15,324,069
IShares S&P Global Infrastructure Index Fund	Mutual and exchange-traded funds	3,990,965	3,988,540
Northern Lights Fund Trust II Balter Long Short Small Cap Equity Fund	Mutual and exchange-traded funds	164,945	154,367
Oppenheimer Developing Markets Fund, Class I	Mutual and exchange-traded funds	8,915,723	11,550,120
SPDR Bloomberg Barclays Convertible Securities ETF	Mutual and exchange-traded funds	898,962	975,112
UBS ETRACS Alerian MLP Infrastructure ETN	Mutual and exchange-traded funds	6,284,976	4,539,157
William Blair Macro Allocation Fund, Class I	Mutual and exchange-traded funds	170,781	164,232
Total mutual and exchange-traded funds:		<u>82,394,001</u>	<u>92,180,021</u>

COLLECTIVE FUNDS:

*Fifth Third Bank Equity Index Fund	Collective funds	<u>16,843,972</u>	<u>28,970,463</u>
-------------------------------------	------------------	-------------------	-------------------

U.S. TREASURY SECURITIES AND AGENCY OBLIGATIONS:

Fannie Mae, Series 2011-15 Class CA, 4.000% due 03/25/38	U.S. Treasury securities and agency obligations	17,290	4,225
Fannie Mae, Series 2011-109 Class PK, 4.000% due 08/25/41	U.S. Treasury securities and agency obligations	104,997	96,867
Fannie Mae, Series 2012-134 Class FD, variable rate due 12/25/42	U.S. Treasury securities and agency obligations	314,546	318,758
Fannie Mae, Series 2014-M1 Class ASQ2, variable rate due 11/25/18	U.S. Treasury securities and agency obligations	303,332	298,717
Fannie Mae, Series 2014-M5 Class ASQ2, 2.034% due 03/25/19	U.S. Treasury securities and agency obligations	145,924	142,011
Fannie Mae, Series K-023 Class A-2, 2.307% due 08/25/22	U.S. Treasury securities and agency obligations	186,717	184,034
Federal Home Loan Mortgage Corp., 2.789% due 01/25/22	U.S. Treasury securities and agency obligations	392,835	390,402
Federal Home Loan Mortgage Corp., Series 2744, variable rate due 02/15/34	U.S. Treasury securities and agency obligations	15,931	15,199
Federal National Mortgage Assoc., 1.626% due 02/25/18	U.S. Treasury securities and agency obligations	4,244	3,640

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2017**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
U.S. TREASURY SECURITIES AND AGENCY OBLIGATIONS (continued):			
Federal National Mortgage Assoc., zero coupon due 10/09/19	U.S. Treasury securities and agency obligations	\$ 297,347	\$ 317,823
Federal National Mortgage Assoc., Series 386389, 4.780% due 08/01/18	U.S. Treasury securities and agency obligations	711,569	724,165
Federal National Mortgage Assoc., Series 387299, 4.880% due 03/01/20	U.S. Treasury securities and agency obligations	215,823	210,150
Freddie Mac, Series K-049 Class A-2, 3.010% due 07/25/25	U.S. Treasury securities and agency obligations	114,069	112,014
Freddie Mac, Series 3536 Class PC, 4.500% due 05/15/39	U.S. Treasury securities and agency obligations	67,801	56,300
Ginnie Mae, Series 2009-111 Class C, 5.015% due 03/16/50	U.S. Treasury securities and agency obligations	59,220	49,362
Gov. National Mortgage Assoc., Series 3663, 4.500% due 01/20/35	U.S. Treasury securities and agency obligations	97,651	140,511
Tennessee Valley Authority, zero coupon due 07/15/22	U.S. Treasury securities and agency obligations	302,680	328,937
U.S. Treasury INFL N/B, 0.375% due 01/15/27	U.S. Treasury securities and agency obligations	613,089	618,510
U.S. Treasury Note, 0.875% due 05/31/18	U.S. Treasury securities and agency obligations	1,022,368	1,022,673
U.S. Treasury Note, 1.500% due 12/31/18	U.S. Treasury securities and agency obligations	483,589	473,499
U.S. Treasury Note, 3.625% due 08/15/19	U.S. Treasury securities and agency obligations	342,719	339,177
U.S. Treasury Note, 1.000% due 08/31/19	U.S. Treasury securities and agency obligations	764,553	759,112
U.S. Treasury Note, 3.625% due 02/15/20	U.S. Treasury securities and agency obligations	1,719,714	1,683,207
U.S. Treasury Note, 2.250% due 03/31/21	U.S. Treasury securities and agency obligations	1,085,326	1,067,016
U.S. Treasury Note, 1.750% due 05/15/22	U.S. Treasury securities and agency obligations	675,554	664,139
U.S. Treasury Note, 2.750% due 11/15/23	U.S. Treasury securities and agency obligations	999,613	980,852
U.S. Treasury Note, 2.000% due 04/30/24	U.S. Treasury securities and agency obligations	879,821	864,116
U.S. Treasury Note, 2.250% due 12/31/24	U.S. Treasury securities and agency obligations	114,304	114,304

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN**EIN: 31-0854434; PN: 007****SCHEDULE H, PART IV, LINE 4(i)****SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2017**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
U.S. TREASURY SECURITIES AND AGENCY OBLIGATIONS (continued):			
U.S. Treasury Note, 2.250% due 02/15/27	U.S. Treasury securities and agency obligations	\$ 202,630	\$ 202,310
Total U.S. Treasury securities and agency obligations:		12,255,256	12,182,030

CORPORATE BONDS AND NOTES:

AbbVie Inc., 3.600% due 05/14/25	Corporate bonds and notes	232,571	231,318
ACE INA Holdings Inc., 3.150% due 03/15/25	Corporate bonds and notes	206,682	202,350
Aflac Inc., 2.875% due 10/15/26	Corporate bonds and notes	180,421	181,798
Agrium Inc., 3.500% due 06/01/23	Corporate bonds and notes	102,676	102,589
Alphabet Inc., 3.625% due 05/19/21	Corporate bonds and notes	239,323	230,305
Anheuser-Busch InBev Finance Inc., 3.650% due 02/01/26	Corporate bonds and notes	303,800	304,434
Applied Materials, Inc., 3.300% due 04/01/27	Corporate bonds and notes	308,461	305,130
AT&T Inc., 3.900% due 08/14/27	Corporate bonds and notes	155,312	156,035
Bank of America Corp., 3.900% due 01/21/25	Corporate bonds and notes	306,222	312,108
BB&T Corp., 5.250% due 11/01/19	Corporate bonds and notes	155,072	152,472
Berkshire Hathaway Inc., 2.750% due 03/15/23	Corporate bonds and notes	310,866	301,962
Blackrock, Inc., 3.500% due 03/18/24	Corporate bonds and notes	210,780	207,876
BNP Paribas, 3.250% due 03/03/23	Corporate bonds and notes	301,881	301,469
BP Capital Markets P.L.C., 2.750% due 05/10/23	Corporate bonds and notes	305,895	305,125
CBS Corp., 2.500% due 02/15/23	Corporate bonds and notes	226,916	224,273
Cincinnati Children's Hospital Medical Center, 2.853% due 11/15/26	Corporate bonds and notes	130,000	125,272
Citigroup Inc., 3.200% due 10/21/26	Corporate bonds and notes	230,342	233,165

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN**EIN: 31-0854434; PN: 007****SCHEDULE H, PART IV, LINE 4(i)****SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2017**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
CORPORATE BONDS AND NOTES (continued):			
Citizens Financial Group, Inc., 4.300% due 12/03/25	Corporate bonds and notes	\$ 213,670	\$ 215,020
The Clorox Company, 3.050% due 09/15/22	Corporate bonds and notes	240,426	240,005
Comcast Corp., 5.700% due 07/01/19	Corporate bonds and notes	223,366	210,526
ConocoPhillips Co., 2.400% due 12/15/22	Corporate bonds and notes	297,453	296,511
DIRECTV Holdings LLC, 5.875% due 10/01/19	Corporate bonds and notes	113,860	105,950
Dollar General Corp., 3.875% due 04/15/27	Corporate bonds and notes	223,389	229,440
Duke Realty L.P., 3.875% due 10/15/22	Corporate bonds and notes	115,517	114,447
Eli Lilly & Co., 3.100% due 05/15/27	Corporate bonds and notes	306,441	304,512
Enbridge Inc., 4.250% due 12/01/26	Corporate bonds and notes	166,810	167,301
Florida Power Corp., 3.100% due 08/15/21	Corporate bonds and notes	157,819	153,349
The Goldman Sachs Group, Inc., 3.500% due 01/23/25	Corporate bonds and notes	226,270	228,562
Home Depot Inc., 3.950% due 09/15/20	Corporate bonds and notes	216,023	209,254
Huntington Bancshares Inc., 2.300% due 01/14/22	Corporate bonds and notes	213,269	211,539
International Lease Finance Corp., 5.875% due 08/15/22	Corporate bonds and notes	225,627	221,574
John Deere Capital Corp., 2.150% due 09/08/22	Corporate bonds and notes	299,419	293,610
JPMorgan Chase & Co., 3.900% due 07/15/25	Corporate bonds and notes	235,643	230,635
KeyCorp, 2.900% due 09/15/20	Corporate bonds and notes	229,300	227,106
Lennox International Inc., 3.000% due 11/15/23	Corporate bonds and notes	75,059	74,058
Medtronic, Inc., 2.500% due 03/15/20	Corporate bonds and notes	212,796	211,243

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN**EIN: 31-0854434; PN: 007****SCHEDULE H, PART IV, LINE 4(i)****SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2017**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
CORPORATE BONDS AND NOTES (continued):			
Microsoft Corp., 3.300% due 02/06/27	Corporate bonds and notes	\$ 49,823	\$ 51,575
Morgan Stanley, 3.625% due 01/20/27	Corporate bonds and notes	228,559	230,276
Nucor Corp., 4.000% due 08/01/23	Corporate bonds and notes	132,310	130,886
Omnicon Group Inc., 4.450% due 08/15/20	Corporate bonds and notes	125,408	120,641
PepsiCo Inc., 1.350% due 10/04/19	Corporate bonds and notes	279,548	276,668
Pioneer Natural Resources Company, 3.950% due 07/15/22	Corporate bonds and notes	290,185	286,633
PNC Financial Services Group Inc., 3.900% due 04/29/24	Corporate bonds and notes	184,789	183,243
Post Apartment Homes L.P., 3.375% due 12/01/22	Corporate bonds and notes	241,314	238,231
The Proctor & Gamble Company, 2.150% due 08/11/22	Corporate bonds and notes	155,005	153,278
Prologis, L.P., 4.250% due 08/15/23	Corporate bonds and notes	165,975	160,587
Rio Tinto Fin USA PLC NT, 2.875% due 08/21/22	Corporate bonds and notes	2,953	3,038
Stanley Black & Decker, Inc., 2.451% due 11/17/18	Corporate bonds and notes	121,578	120,362
State Street Corp., 1.350% 05/15/18	Corporate bonds and notes	124,947	124,805
Sumitomo Mitsui Financial Group, Inc., 2.784% due 07/12/22	Corporate bonds and notes	252,506	248,573
Target Corp., 2.500% due 04/15/26	Corporate bonds and notes	308,544	307,667
Time Warner Inc., 3.875% due 01/15/26	Corporate bonds and notes	80,291	75,716
The Toronto-Dominion Bank, 2.125% due 04/07/21	Corporate bonds and notes	305,329	302,096
U.S. Bancorp, 3.000% due 03/15/22	Corporate bonds and notes	309,998	305,982
Virginia Electric & Power Company, 3.450% due 09/01/22	Corporate bonds and notes	108,510	103,280

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

AS OF DECEMBER 31, 2017

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
CORPORATE BONDS AND NOTES (continued):			
Wal-Mart Stores, Inc., 3.250% due 10/25/20	Corporate bonds and notes	\$ 171,760	\$ 164,840
Whirlpool Corp., 4.000% due 03/01/24	Corporate bonds and notes	183,927	183,873
	Total corporate bonds and notes:	11,722,636	11,594,573
MUNICIPAL BONDS AND NOTES:			
Hawaii State, 2.250% due 05/01/21	Municipal bonds and notes	195,975	194,577
Texas A&M University, 3.027% due 05/15/27	Municipal bonds and notes	300,000	299,394
	Total municipal bonds and notes:	495,975	493,971
NON-AGENCY MORTGAGE-BACKED SECURITIES:			
Bank of America Commercial Mtg. Trust, Series 2015-UBS7 Class A-4, 3.705% due 09/15/48	Non-agency mortgage-backed security	196,216	193,375
CD Commercial Mortgage Trust, Series 2006-CD3 Class A-M, 5.648% due 10/15/48	Non-agency mortgage-backed security	122,137	113,184
Citigroup Commercial Mortgage, Series 2013-GC17 Class A-2, 2.962% due 11/13/46	Non-agency mortgage-backed security	156,205	150,842
Morgan Stanley Bnk of America Merrill Lynch Trst, Series 2014-C14 Class A-4, 3.787% due 02/15/47	Non-agency mortgage-backed security	311,778	308,694
UBS-Barclays Commercial Mortgage Trust, Series 2012-C3 Class A-4, 3.091% due 09/10/22	Non-agency mortgage-backed security	274,089	269,253
Wells Fargo Commercial Mortgage Trust, Series 2015-2 Class A-4, 3.809% due 12/17/48	Non-agency mortgage-backed security	240,302	236,801
	Total non-agency mortgage-backed securities:	1,300,727	1,272,149
NON-AGENCY ASSET-BACKED SECURITIES:			
Ally Auto Receivables Trust, Series 2017-1 Class A-4, 1.990% due 11/15/21	Non-agency asset-backed security	315,813	313,252
American Express Credit Account Master Trust, Series 2017-1 Class A, 1.930% due 09/15/22	Non-agency asset-backed security	326,063	323,502
BMW Vehicle Lease Trust, Series 2016-2 Class A-4, 1.570% due 02/20/20	Non-agency asset-backed security	179,773	178,999
Capital One Multi-asset Execution Trust, Series 2015-4A Class A, 2.750% due 05/15/25	Non-agency asset-backed security	206,234	202,498

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

AS OF DECEMBER 31, 2017

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
NON-AGENCY ASSET-BACKED SECURITIES (continued):			
Carmax Auto Owner Trust, Series 2016-3 Class A-4, 1.600% due 01/18/22	Non-agency asset-backed security	\$ 129,978	\$ 127,885
Chase Issuance Trust, Series 2016-A5 Class A-5, 1.270% due 07/15/21	Non-agency asset-backed security	297,785	296,469
Citibank Credit Card Issuance Trust, Series 2014-A6 Class A-6, 2.150% due 07/15/21	Non-agency asset-backed security	300,421	298,310
CNH Equipment Trust, Series 2015-A Class A-4, 1.850% due 04/15/21	Non-agency asset-backed security	160,125	159,725
CNH Equipment Trust, Series 2016-B Class A-4, 1.970% due 11/15/21	Non-agency asset-backed security	145,994	143,812
Continental Airlines, Series 2012-2 Class A, 4.000% due 04/29/26	Non-agency asset-backed security	133,920	137,149
Discover Card Execution Note Trust, Series 2017-A2 Class A-2, 2.390% due 07/15/24	Non-agency asset-backed security	114,946	114,982
Ford Credit Floorplan Master Owner Trust, Series 2015-5 Class A, 2.390% due 08/15/22	Non-agency asset-backed security	318,395	315,495
GM Financial Automobile Leasing Trust, Series 2017-1 Class A-4, 2.260% due 08/20/20	Non-agency asset-backed security	154,983	155,122
Hawaiian Airlines Trust, Series 2013-1 Class A, 3.900% due 07/15/27	Non-agency asset-backed security	104,494	102,990
Mercedes-Benz Auto Lease Trust, Series 2016-B Class A-4, 1.520% due 06/15/22	Non-agency asset-backed security	104,991	104,397
Santander Drive Auto Receivables Trust, Series 2015-2 Class C, 2.440% due 04/15/21	Non-agency asset-backed security	301,582	300,630
Santander Drive Auto Receivables Trust, Series 2016-3 Class A-3, 1.500% due 08/17/20	Non-agency asset-backed security	204,975	204,664
Synchrony Credit Card Master Note Trust, Series 2015-1 Class A, 2.370% due 03/15/23	Non-agency asset-backed security	305,786	305,942
U.S. Airways Inc., Series 2012-2 Class A, 4.625% due 12/03/26	Non-agency asset-backed security	116,915	117,533
World Financial Network CCMT, Series 2016-A Class A, 2.030% due 04/15/25	Non-agency asset-backed security	390,319	387,882
Total non-agency asset-backed securities:		<u>4,313,492</u>	<u>4,291,238</u>
TOTAL		<u>\$ 158,329,914</u>	<u>\$ 185,301,397</u>

*A party-in-interest as defined by ERISA

(Concluded)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(j) SCHEDULE OF REPORTABLE TRANSACTIONS FOR THE YEAR ENDED DECEMBER 31, 2017

<u>Identity of Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Expense Incurred</u>	<u>Cost of Asset</u>	<u>Net Gain Or (Loss)</u>
Federated Government Obligations Money Market Fund	Cash equivalents					
70 Purchases		\$ 19,631,733	-	-	19,631,733	-
26 Sales		-	18,943,205	-	18,943,205	-
IShares Core MSCI EAFE ETF	Mutual and exchange- traded funds					
1 Purchase		\$ 11,314,778	-	7,018	11,321,796	-
IShares MSCI EAFE Index Fund	Mutual and exchange- traded funds					
2 Purchases		\$ 10,992,765	-	6,123	10,998,888	-
1 Sale		-	11,313,027	6,837	10,998,888	307,302
IShares Core S&P Mid-Cap ETF	Mutual and exchange- traded funds					
1 Purchase		\$ 7,829,642	-	921	7,830,563	-
1 Sale		-	900,142	234	909,740	(9,832)
IShares Core S&P Small-Cap ETF	Mutual and exchange- traded funds					
1 Purchase		\$ 7,810,921	-	2,299	7,813,220	-
1 Sale		-	925,083	568	931,197	(6,682)
Touchstone Mid-Cap Fund	Mutual and exchange- traded funds					
1 Sale		\$ -	16,050,115	-	12,471,223	3,578,892
EuroPacific Growth Fund, Class F-2	Mutual and exchange- traded funds					
2 Sales		\$ -	8,998,612	-	7,345,429	1,653,183

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2017

The required attachment marked with an "X" in the Attachment column is included within the "Signed Schedule MB or Schedule SB" attachment to Schedule SB location which consists of the entire Schedule SB and its attachments.

Form / Schedule	Line#	Description	Attachment Title (if different from Description)	Attach- ment
5500 Sch. SB	None	Statement by Enrolled Actuary		X
5500 Sch. SB	Line 27	Actuarial Information Based on Pre-PPA Funding Rules		
5500 Sch. SB	Line E	Information for Each Individual Employer		
5500 Sch. SB	Line 4	Additional Information for Plans in At-Risk Status		
5500 Sch. SB	Line 7	Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding		
5500 Sch. SB	Line 8	Late Election to Apply Balances to Quarterly Installments		
5500 Sch. SB	Line 9	Explanation of Credit Balance Discrepancy		
5500 Sch. SB	Line 18	Contributions Made to the Plan for the Plan Year		
5500 Sch. SB	Line 19	Discounted Employer Contributions		
5500 Sch. SB	Line 20c	Liquidity Requirement Certification		
5500 Sch. SB	Line 22	Description of Weighted Average Retirement Age		X
5500 Sch. SB	Line 23	Information on Use of Multiple Mortality Tables		
5500 Sch. SB	Line 23	Information on Use of Substitute Mortality Tables		
5500 Sch. SB	Part V	Statement of Actuarial Assumptions/Methods		X
5500 Sch. SB	Part V	Summary of Plan Provisions		X
5500 Sch. SB	Line 24	Change in Actuarial Assumptions		
5500 Sch. SB	Line 25	Change in Method		
5500 Sch. SB	Line 26	Schedule of Active Participant Data		X
5500 Sch. SB	Line 27	Balances Subject to Binding Agreement with PBGC		
5500 Sch. SB	Line 27	Alternative 17-Year Funding Schedule of Airlines		
5500 Sch. SB	Line 32	Schedule of Amortization Bases		
5500 Sch. SB		Other Attachment [Enter Description]		

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2017

The required attachment marked with an "X" in the Attachment column is included within the "Signed Schedule MB or Schedule SB" attachment to Schedule SB location which consists of the entire Schedule SB and its attachments.

Form / Schedule	Line#	Description	Attachment Title (if different from Description)	Attach- ment
5500 Sch. SB	None	Statement by Enrolled Actuary		X
5500 Sch. SB	Line 27	Actuarial Information Based on Pre-PPA Funding Rules		
5500 Sch. SB	Line E	Information for Each Individual Employer		
5500 Sch. SB	Line 4	Additional Information for Plans in At-Risk Status		
5500 Sch. SB	Line 7	Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding		
5500 Sch. SB	Line 8	Late Election to Apply Balances to Quarterly Installments		
5500 Sch. SB	Line 9	Explanation of Credit Balance Discrepancy		
5500 Sch. SB	Line 18	Contributions Made to the Plan for the Plan Year		
5500 Sch. SB	Line 19	Discounted Employer Contributions		
5500 Sch. SB	Line 20c	Liquidity Requirement Certification		
5500 Sch. SB	Line 22	Description of Weighted Average Retirement Age		X
5500 Sch. SB	Line 23	Information on Use of Multiple Mortality Tables		
5500 Sch. SB	Line 23	Information on Use of Substitute Mortality Tables		
5500 Sch. SB	Part V	Statement of Actuarial Assumptions/Methods		X
5500 Sch. SB	Part V	Summary of Plan Provisions		X
5500 Sch. SB	Line 24	Change in Actuarial Assumptions		
5500 Sch. SB	Line 25	Change in Method		
5500 Sch. SB	Line 26	Schedule of Active Participant Data		X
5500 Sch. SB	Line 27	Balances Subject to Binding Agreement with PBGC		
5500 Sch. SB	Line 27	Alternative 17-Year Funding Schedule of Airlines		
5500 Sch. SB	Line 32	Schedule of Amortization Bases		
5500 Sch. SB		Other Attachment [Enter Description]		

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2017

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN	B Three-digit plan number (PN) ►	007
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF FIFTH THIRD BANK	D Employer Identification Number (EIN) 31-0854434	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2017</u>		
2	Assets:		
	a Market value	2a	174,850,035
	b Actuarial value	2b	180,205,017
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	1,053	51,448,346
	b For terminated vested participants	2,405	56,910,340
	c For active participants	1,420	35,656,280
	d Total	4,878	144,014,966
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	5.89%
6	Target normal cost	6	629,887

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>10/15/2018</u> Date
	KEVIN H. PRAY Type or print name of actuary	1704836 Most recent enrollment number
	TOWERS WATSON DELAWARE INC. Firm name	901-930-0000 Telephone number (including area code)
	3340 PLAYERS CLUB PARKWAY SUITE 200 MEMPHIS TN 38125 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2017

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	629,887
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....		34	629,887
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	629,887	0	629,887
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42 0	
43 Excess installment acceleration amount to be carried over to future plan years		43 0	

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fifth Third Bank
EIN/PN	31-0854434 / 007
Plan Name	The Fifth Third Bancorp Master Retirement Plan
Valuation Date	January 1, 2017
Enrolled Actuary	Kevin H. Pray
Enrollment Number	17-04836

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2017

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.10	1,000,000	1.000000	0.100000	5.500000
56	0.10	900,000	0.900000	0.090000	5.040000
57	0.10	810,000	0.810000	0.081000	4.617000
58	0.10	729,000	0.729000	0.072900	4.228200
59	0.10	656,100	0.656100	0.065610	3.870990
60	0.10	590,490	0.590490	0.059049	3.542940
61	0.10	531,441	0.531441	0.053144	3.241790
62	0.15	478,297	0.478297	0.071745	4.448161
63	0.15	406,552	0.406552	0.060983	3.841920
64	0.25	345,570	0.345570	0.086392	5.529112
65	0.35	259,177	0.259177	0.090712	5.896280
66	0.35	168,465	0.168465	0.058963	3.891545
67	0.35	109,502	0.109502	0.038326	2.567830
68	0.35	71,177	0.071177	0.024912	1.694001
69	0.35	46,265	0.046265	0.016193	1.117293
70	1.00	30,072	0.030072	0.030072	2.105046

Average age at retirement 61.132108

Rounded for Schedule SB item 22

61 ==> SCHB_WARA

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2017

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		0		0		0		0		0		0		0		0		0	
35 - 39	0		41		6		3		0		0		0		0		0		0	
40 - 44	1		90		78		11		3		0		0		0		0		0	
45 - 49	0		135		86		68		14		0		0		0		0		0	
50 - 54	1		132		51		58		45		7		0		0		0		0	
55 - 59	0		155		68		43		25		24		9		1		0		0	
60 - 64	0		102		35		20		19		13		6		1		0		0	
65 - 69	0		25		14		2		8		0		3		2		0		0	
70 & Over	0		8		5		1		1		0		0		0		0		0	

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	4.16%	1.52%
■ Second segment rate	5.72%	3.80%
■ Third segment rate	6.48%	4.79%
■ Effective interest rate	5.89%	4.09%

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related expenses

The amount assumed for plan-related expenses is the average of the actual amounts paid in the two prior years, rounded to the next \$1,000. The amount included this year for plan-related expenses is \$628,000.

Mortality

For all participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Percentage retiring during the year	
Age Rates	Rates
55	10%
56	10%
57	10%
58	10%
59	10%
60	10%
61	10%
62	15%
63	15%
64	25%
65	35%
66	35%
67	35%
68	35%
69	35%
70	100%

Disability rates

None.

Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

- Interest rate equal to the ASC 960 discount rate less 275 basis points
- 1971GAM for females mortality assumption

For lump sums calculated using the non-PBGC interest rate:

- 3-segment rates as described in Interest Rates above
- IRS Notice 2016-50 mortality assumption

Representative termination rates not due to disability, retirement, or mortality

A flat rate of 7% at all ages.

Form of payment

93% of vested employees who terminate due to normal retirement, early retirement, or vested termination are assumed to elect an immediate lump sum. 93% of vested terminated participants are assumed to elect an immediate lump sum. Other participants are assumed to elect the normal form.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Plan compensation

Annualized January 1, 2017 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2017 rate of pay plus estimated bonus according to the following table:

Base Pay Rate	Bonus %
< \$125,000	35%
\$125,000 - \$134,999	40%
\$135,000 - \$249,999	55%
\$250,000 and up	70%

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2016 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Willis Towers Watson has reviewed the plan provisions with Fifth Third and, based on that review, is not aware of any significant benefits required to be valued that were not.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Sources of Data and Other Information

Employee data was supplied by the Bank through the eepoint administration system as of the census date. Information on assets, contributions, and plan provisions was supplied by the plan sponsor. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumption Rationale - Significant Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.

Expected return on plan assets

We understand that the expected return on assets assumption reflects the plan sponsor's estimate of future experience for trust asset returns, reflecting the plan's current asset allocation and any expected changes during the current plan year, current market conditions and the plan sponsor's expectations for future market conditions.

Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h).

Form of payment

The percentage of participants assumed to take lump sums is based on observed experience over the period 2010 to 2014.

Source of prescribed methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Changes in assumptions and methods since last actuarial valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2015 to September 2016 as required by IRC §430.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements as required by IRC §430.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Applicability of provisions

The provisions summarized here are generally applicable to participants who originated with the Fifth Third Bank. Many subsequently acquired banks have provisions that are particular to that organization and that differ from the following. Details of those grandfathered plan provisions can be found in the various appendices to the Fifth Third MRP document.

Effective date

Amended and restated effective January 1, 2015.

Plan year

The twelve-month period ending December 31.

Coverage and participation

Employees who were participants in the prior plan on December 31, 2001 became participants in the Plan as of January 1, 2002.

An employee whose employment commences after December 31, 1997 shall not become a participant in the plan.

Other participants with accrued benefits from defined benefit plans of acquired employers may be merged into this plan from time to time.

Fifth Third service

Vesting Service as an employee of the Fifth Third Bank or any affiliate.

Credited service

Years of Fifth Third Service as a participant. Employment before January 1, 1972 is not counted.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Vesting service

An employee is credited with one year of Vesting Year for each calendar year in which he has completed 1,000 or more hours of service.

Final average pay

The monthly average of the highest five consecutive rates of pay for the calendar years of compensation during the 10-year period ending on the earliest of termination, early retirement, or normal retirement dates.

Covered compensation

The 35-year average of Social Security Wage Bases, ending in the year Social Security retirement age is attained. The Wage Base is assumed to be constant from the year of termination to the Social Security retirement age.

Pension benefits at normal retirement

Eligibility: All participants on the first of the month coinciding with or next following attainment of age 65 and completion of at least five Vesting Years.

Plan Freeze: Effective November 15, 1998, no further benefits shall accrue for any participant who is not a Grandfathered Employee. Grandfathered Employee means a participant who, as of December 31, 1998, is:

An employee

At least 50 years of age

Has credit for at least 15 Vesting Years

Pension Benefits: The greater of pension benefit accrued to May 1, 1991 (December 31, 1998, for super-highly compensated employees) or the sum of (a) and (b) below:

a) 30.5% of Final Average Pay minus 11.1% of Final Average Pay not in excess of Covered Compensation multiplied by the ratio of Credited Service projected to age 60 (not in excess of 30 years) over 30; multiplied by the ratio of Fifth Third Service over Fifth Third Service projected to age 60 (with the ratio not exceeding 1).

b) Predecessor Plan Benefit, if any.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Postponed retirement benefits

Eligibility: Any participant who retires on a date after his normal retirement date.

Pension Benefit: Benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at actual retirement date. Payment of benefit begins at actual retirement date.

Pension benefits at early retirement

Eligibility: Any participant who retires on the first of the month on or next following attainment of age 55 and completion of five Vesting Years.

Pension Benefit: The participant's benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at retirement, reduced 0.5% for each month that commencement of payments precedes the date on which the participant reaches age 60. Different early retirement factors apply to some predecessor plan benefits.

Vested benefits upon termination of service

Eligibility: All participants who terminate employment with five Vesting Years will be 100% vested.

Pension Benefit: The participant's benefit described under Pension Benefits at Normal Retirement, based on service and Final Average Pay at termination, payable when participant becomes age 65 or at an earlier age in a reduced amount.

Death benefits for participants in active service

Eligibility: All Spouses of all active vested participants who die before payments have begun, provided that the participant and surviving spouse were married for at least one year. Also, spouses of separated participants who: had at least one Hour of Service after January 1, 1976, separated with at least five Vesting Years and a nonforfeitable right to a benefit, were alive on August 23, 1984, whose payment has not commenced as of August 23, 1984, and who elected coverage.

Pension Benefit:

a) If eligible for early retirement, the amount that would have been payable to the spouse had the participant retired on the day before he died, having elected a 50% joint and survivor annuity with his spouse named as the survivor. Monthly payments will begin as of the first day of the month following the participant's death and will continue for the spouse's life.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

b) If not eligible for early retirement, the amount that would have been payable to the spouse had the participant terminated on the date he died, survived to his earliest retirement age, retired (having elected a 50% joint and survivor annuity with his spouse named as the survivor), and then died the day after retirement. Monthly payments will begin on what would have been the participant's earliest retirement date and continue for the spouse's life.

Predecessor plan benefits

Fifth Third Bank

Accrued Benefit under the Fifth Third Bank Pension Plan (including predecessor plans from The Lincoln National Bank, The Norwood-Hyde Park Bank and Trust Company, and The Citizens Bank of St. Bernard) as of January 1, 1955.

Farmers Bank of West Union

Accrued Benefit under West Union Plan as of December 31, 1981.

Fayette County Bank

Accrued benefit under the Fayette County Bank Employees Retirement Plan as of December 31, 1981.

Fifth Third Bank of Kenton County

Accrued Benefit under Security Bank, Inc. Employee Pension Trust as of January 1, 1989.

The Farmers and Merchants Bank

Greater of (a) or (b):

a) Accrued Benefit as of April 15, 1982 under Farmers and Merchants Plan

b) (1) – (2), times (3):

(1) 2.3% times Final Average Pay, times service (maximum 20)

(2) 72.9% times 1968 Social Security benefit

(3) Months of service to April 15, 1982 divided by months of service at Normal Retirement Date

The People's National Bank of Wapakoneta

Actuarial Equivalent (using 7% interest and GA71F mortality) of the cash value on October 31, 1983 of policies held for employee under the plan.

American National Bank

Accrued Benefit under the American National Bank Plan as of December 31, 1985.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

First Bank and Trust Company of Batesville

Accrued Benefit under the First Bank and Trust Company of Batesville Plan as of December 31, 1987.

Fifth Third Bank of Kenton County

Accrued Benefit under the Fifth Third Bank of Kenton County Plan as of December 31, 1988.

Citizens Heritage Bank of Piqua

Accrued Benefit under the Citizens Heritage Bank Plan of Piqua, Ohio as of December 31, 1988.

The Fifth Third Bank of Toledo

Accrued Benefit under First Ohio Bancshares, Inc. Employees Pension Plan as of December 7, 1989.

Fifth Third Bank of Palestine

Accrued Benefit under the New Palestine Bank Employees' Pension Plan as of December 31, 1989.

The Citizens State Bank of Greenville

Accrued Benefit under the Citizens State Bank of Greenville Defined Benefit Pension Plan as of December 31, 1989.

The National Bank and Trust Company of Paris

Accrued Benefit under the Bank's Retirement Plan as of January 1, 1990.

Cumberland Federal Savings Bank

Accrued Benefit earned under FIRF as of September 1, 1994 enhanced from 2% accrual rate to 2.35% accrual rate.

The Fifth Third Bank of Northeastern Ohio

Accrued Benefit under the Falls Financial, Inc. plan as of March 8, 1996.

Kentucky Enterprise Bancorp, Inc.

Accrued Benefit under the Kentucky Enterprise plan as of September 30, 1996.

Ohio Company

Accrued Benefit under the Ohio Company Pension Plan as of July 31, 1999.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

SCHEDULE SB ATTACHMENTS

Citizen's Federal

Accrued Benefit under the Citizen's Federal Bank pension plan as of June 26, 1998.

CNB Bancshares

Accrued Benefit under the CNB Bancshares pension plan as of March 15, 2000.

Old Kent

Accrued Benefit under the Old Kent pension plan as of December 31, 2001.

Peoples Bank

Accrued Benefit under the Peoples Bank and Trust Company Employees' Pension Plan as of December 31, 2005.

Forms of payment

Normal Form: Actuarially equivalent 50% joint and survivor annuity if married on date payments commence; life annuity if single.

Optional Forms: Actuarially equivalent 100%, 75%, or 50% joint and survivor; life with 10 years certain annuity; lump sum.

Changes in plan provisions since last actuarial valuation

There have been no changes in the principal plan provisions since the prior valuation.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2017

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2017

The required attachment marked with an "X" in the Attachment column is included within the "Signed Schedule MB or Schedule SB" attachment to Schedule SB location which consists of the entire Schedule SB and its attachments.

Form / Schedule	Line#	Description	Attachment Title (if different from Description)	Attach- ment
5500 Sch. SB	None	Statement by Enrolled Actuary		X
5500 Sch. SB	Line 27	Actuarial Information Based on Pre-PPA Funding Rules		
5500 Sch. SB	Line E	Information for Each Individual Employer		
5500 Sch. SB	Line 4	Additional Information for Plans in At-Risk Status		
5500 Sch. SB	Line 7	Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding		
5500 Sch. SB	Line 8	Late Election to Apply Balances to Quarterly Installments		
5500 Sch. SB	Line 9	Explanation of Credit Balance Discrepancy		
5500 Sch. SB	Line 18	Contributions Made to the Plan for the Plan Year		
5500 Sch. SB	Line 19	Discounted Employer Contributions		
5500 Sch. SB	Line 20c	Liquidity Requirement Certification		
5500 Sch. SB	Line 22	Description of Weighted Average Retirement Age		X
5500 Sch. SB	Line 23	Information on Use of Multiple Mortality Tables		
5500 Sch. SB	Line 23	Information on Use of Substitute Mortality Tables		
5500 Sch. SB	Part V	Statement of Actuarial Assumptions/Methods		X
5500 Sch. SB	Part V	Summary of Plan Provisions		X
5500 Sch. SB	Line 24	Change in Actuarial Assumptions		
5500 Sch. SB	Line 25	Change in Method		
5500 Sch. SB	Line 26	Schedule of Active Participant Data		X
5500 Sch. SB	Line 27	Balances Subject to Binding Agreement with PBGC		
5500 Sch. SB	Line 27	Alternative 17-Year Funding Schedule of Airlines		
5500 Sch. SB	Line 32	Schedule of Amortization Bases		
5500 Sch. SB		Other Attachment [Enter Description]		

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2017

The required attachment marked with an "X" in the Attachment column is included within the "Signed Schedule MB or Schedule SB" attachment to Schedule SB location which consists of the entire Schedule SB and its attachments.

Form / Schedule	Line#	Description	Attachment Title (if different from Description)	Attach- ment
5500 Sch. SB	None	Statement by Enrolled Actuary		X
5500 Sch. SB	Line 27	Actuarial Information Based on Pre-PPA Funding Rules		
5500 Sch. SB	Line E	Information for Each Individual Employer		
5500 Sch. SB	Line 4	Additional Information for Plans in At-Risk Status		
5500 Sch. SB	Line 7	Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding		
5500 Sch. SB	Line 8	Late Election to Apply Balances to Quarterly Installments		
5500 Sch. SB	Line 9	Explanation of Credit Balance Discrepancy		
5500 Sch. SB	Line 18	Contributions Made to the Plan for the Plan Year		
5500 Sch. SB	Line 19	Discounted Employer Contributions		
5500 Sch. SB	Line 20c	Liquidity Requirement Certification		
5500 Sch. SB	Line 22	Description of Weighted Average Retirement Age		X
5500 Sch. SB	Line 23	Information on Use of Multiple Mortality Tables		
5500 Sch. SB	Line 23	Information on Use of Substitute Mortality Tables		
5500 Sch. SB	Part V	Statement of Actuarial Assumptions/Methods		X
5500 Sch. SB	Part V	Summary of Plan Provisions		X
5500 Sch. SB	Line 24	Change in Actuarial Assumptions		
5500 Sch. SB	Line 25	Change in Method		
5500 Sch. SB	Line 26	Schedule of Active Participant Data		X
5500 Sch. SB	Line 27	Balances Subject to Binding Agreement with PBGC		
5500 Sch. SB	Line 27	Alternative 17-Year Funding Schedule of Airlines		
5500 Sch. SB	Line 32	Schedule of Amortization Bases		
5500 Sch. SB		Other Attachment [Enter Description]		

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2017

The required attachment marked with an "X" in the Attachment column is included within the "Signed Schedule MB or Schedule SB" attachment to Schedule SB location which consists of the entire Schedule SB and its attachments.

Form / Schedule	Line#	Description	Attachment Title (if different from Description)	Attach- ment
5500 Sch. SB	None	Statement by Enrolled Actuary		X
5500 Sch. SB	Line 27	Actuarial Information Based on Pre-PPA Funding Rules		
5500 Sch. SB	Line E	Information for Each Individual Employer		
5500 Sch. SB	Line 4	Additional Information for Plans in At-Risk Status		
5500 Sch. SB	Line 7	Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding		
5500 Sch. SB	Line 8	Late Election to Apply Balances to Quarterly Installments		
5500 Sch. SB	Line 9	Explanation of Credit Balance Discrepancy		
5500 Sch. SB	Line 18	Contributions Made to the Plan for the Plan Year		
5500 Sch. SB	Line 19	Discounted Employer Contributions		
5500 Sch. SB	Line 20c	Liquidity Requirement Certification		
5500 Sch. SB	Line 22	Description of Weighted Average Retirement Age		X
5500 Sch. SB	Line 23	Information on Use of Multiple Mortality Tables		
5500 Sch. SB	Line 23	Information on Use of Substitute Mortality Tables		
5500 Sch. SB	Part V	Statement of Actuarial Assumptions/Methods		X
5500 Sch. SB	Part V	Summary of Plan Provisions		X
5500 Sch. SB	Line 24	Change in Actuarial Assumptions		
5500 Sch. SB	Line 25	Change in Method		
5500 Sch. SB	Line 26	Schedule of Active Participant Data		X
5500 Sch. SB	Line 27	Balances Subject to Binding Agreement with PBGC		
5500 Sch. SB	Line 27	Alternative 17-Year Funding Schedule of Airlines		
5500 Sch. SB	Line 32	Schedule of Amortization Bases		
5500 Sch. SB		Other Attachment [Enter Description]		

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2017

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	