

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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</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 401(K) SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</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>38 FOUNTAIN SQUARE PLAZA</u> <u>MAIL DROP 10GA51</u> <u>CINCINNATI, OH 45202</u>	1c Effective date of plan <u>01/01/1955</u>	2b Employer Identification Number (EIN) <u>31-0854434</u>	2c Plan Sponsor's telephone number <u>513-534-4137</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.	<u>09/04/2019</u>	<u>ROBERT SHAFFER</u>
	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 (2018)
v. 171027

3a Plan administrator's name and address ☐ Same as Plan Sponsor FIFTH THIRD BANK PENSION, 401(K) AND MEDICAL PLAN COMMITTEE 38 FOUNTAIN SQUARE PLAZA MAIL DROP 10GA51 CINCINNATI, OH 45202	3b Administrator's EIN 31-0854434 3c Administrator's telephone number 513-534-4137
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 23519
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) 18647 6a(2) 17919 6b 385 6c 4794 6d 23098 6e 16 6f 23114 6g 20891 6h 0
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: 2E 2G 2J 2F 2K 2R 2T 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
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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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
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)
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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
GREAT-WEST LIFE & ANNUITY INS. CO.
84-0467907

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

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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)

ADVISED ASSET GROUP, LLC

84-1532243

(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?
26 50	NONE	1155592	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THOMPSON HINE LLP

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	63139	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COWEN EXECUTION SERVICES, LLC

84-1702964

(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?
50	NONE	43793	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)

GWFS EQUITIES INC

84-0467907

(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?
33 72	NONE	15104	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GREAT-WEST LIFE & ANNUITY INS. CO.

84-0467907

(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?
15 50 64	NONE	12530	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

GREAT-WEST TRUST COMPANY, LLC

84-1455663

(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?
20	NONE	6031	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)

BARROW, HANLEY, MEWHINNEY & STRAUSS

JP MORGAN CHASE TOWER
2200 ROSS AVENUE, 31ST FLOOR
DALLAS, TX 75201

(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?
27	NONE	56872	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
GREAT-WEST LIFE & ANNUITY INS. CO.	15 64	0
(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.	
MILLENNIUM TRUST COMPANY 820 JONES BLVD OAK BROOK, IL 60523	PAYMENTS OF UP TO \$10.00 PER ROLLOVER ACCOUNT	
(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
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(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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN CENTURY US MIDCAP VALUE EQ</u>			
b Name of sponsor of entity listed in (a): <u>AMERICAN CENTURY</u>			
c EIN-PN <u>30-6406015-009</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>63325211</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FIFTH THIRD BANK EQUITY INDEX FUND</u>			
b Name of sponsor of entity listed in (a): <u>FIFTH THIRD BANK</u>			
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>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GLOBAL ALL CAP EQUITY EX-US INDEX</u>			
b Name of sponsor of entity listed in (a): <u>STATE STREET BANK AND TRUST COMPANY</u>			
c EIN-PN <u>90-0337987-456</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>130872853</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB CORE BOND FUND-CF</u>			
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-3847783-001</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>68967147</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT DRE 2020 CF</u>			
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-3063359-001</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>44143458</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT DRE 2025 CF</u>			
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-5819098-001</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>63893058</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT DRE 2030 CF</u>			
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-3063387-001</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>70144750</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT DRE 2035 CF

b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 20-5819181-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57185044
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT DRE 2040 CF

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.A.

c EIN-PN 20-3063440-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50815483
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT DRE 2045 CF

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.A.

c EIN-PN 20-5819388-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40417379
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT DRE 2050 CF

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.A.

c EIN-PN 20-5819476-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30983906
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT DRE 2055 CF

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.A.

c EIN-PN 45-5595944-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15107269
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT DRE 2060 CF

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.A.

c EIN-PN 81-3221155-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1180552
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT DRE INCOME CF

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.A.

c EIN-PN 20-3063490-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23292664
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a Name of MTIA, CCT, PSA, or 103-12 IE: LAZARD/WILMINGTON EMERGING MKTS B

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.A.

c EIN-PN 04-3478313-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52509062
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA GLOBAL EQUITY EX-US INDEX NL-C

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 90-0337987-242	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL LARGE CAP GRO INDX-C

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 90-0337987-228	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 106943031
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL LARGE CAP VAL INDX -C

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 90-0337987-226	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77353222
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP INDEX FD - S

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 90-0337987-180	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36563107
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P MIDCAP INDEX FUND - CLASS

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 90-0337987-176	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 89946883
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA U.S. BOND INDEX FUND - CLASS C

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 90-0337987-178	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 86322304
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a Name of MTIA, CCT, PSA, or 103-12 IE: STATE STREET S&P 500 INDEX FUND C-K

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 90-0337987-388	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 158631788
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a Name of MTIA, CCT, PSA, or 103-12 IE: TRP BLUE CHIP GROWTH TRUST T2

b Name of sponsor of entity listed in (a): T. ROWE PRICE

c EIN-PN 80-0337987-226	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 159237139
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a Name of MTIA, CCT, PSA, or 103-12 IE: VICTORY SMALL CAP VALUE CIT 75

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

c EIN-PN 90-6240599-008	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27843449
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a Name of MTIA, CCT, PSA, or 103-12 IE: WADDELL & REED CORE EQUITY CIT 1

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

c EIN-PN 45-3036302-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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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)
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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)
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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
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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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ► <u>001</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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	4491448	3391402
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	1166052	1511233
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	10000	1998021
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	55350375
(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)	23983529	24988838
(9) Value of interest in common/collective trusts	1c(9)	1529842684	1455678759
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	389182607	317985186
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	50048364	45772035

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	221085767	133371121
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	2219810451	2040046970

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	62902
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	634080
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	696982

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2219810451	2039349988
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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)	82110967	
(B) Participants	2a(1)(B)	103647760	
(C) Others (including rollovers)	2a(1)(C)	13063970	
(2) Noncash contributions	2a(2)	0	198822697
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	1218784	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1218784
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	6136366	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	29407085	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		35543451
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	58841047	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	58178756	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		662291
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-47719756	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-47719756

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-102337721
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-33801184
c Other income.....	2c		-6810154
d Total income. Add all income amounts in column (b) and enter total	2d		45578408

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	224080311	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		224080311
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		651601
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	66670	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	56872	
(4) Other	2i(4)	1183417	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1306959
j Total expenses. Add all expense amounts in column (b) and enter total	2j		226038871

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-180460463
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 LLP**

(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		X	
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 _____. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</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	Distributions
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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	<u>0</u>
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): <u>84-1455663</u>		
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	

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.)
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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
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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
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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.
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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) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**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: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

- 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 401(k) Savings Plan

Financial Statements and Notes to Financial
Statements as of and for the years ended
December 31, 2018 and 2017, Supplemental
Schedule as of December 31, 2018, and
Independent Auditors' Report

THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN

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Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2018	11-14
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 Fifth Third Bancorp as the Plan Sponsor and the Pension, 401(k) & Medical Plan Committee of The Fifth Third Bancorp 401(k) Savings Plan:

We have audited the accompanying financial statements of The Fifth Third Bancorp 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years then ended, 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of The Fifth Third Bancorp 401(k) Savings Plan as of December 31, 2018 and 2017, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Assets (Held at End of Year) as of December 31, 2018 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such schedule has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such schedule directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such schedule is fairly stated in all material respects in relation to the financial statements as a whole.

Deloitte + Touche LLP

August 28, 2019

THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
ASSETS:		
Cash	\$ 1,998,021	\$ 10,000
Investments - at fair value:		
Cash equivalents	115,365,680	115,294,666
Common stock of Fifth Third Bancorp (Note 3)	133,371,121	221,085,767
Separately managed account - common stock	55,350,374	-
Collective funds	1,455,678,759	1,529,842,684
Mutual funds	<u>248,391,541</u>	<u>323,936,305</u>
Total investments - at fair value (Note 4)	<u>2,008,157,475</u>	<u>2,190,159,422</u>
Receivables:		
Employer contribution	3,391,402	4,491,448
Notes receivable from participants	24,988,839	23,983,529
Accrued investment income	<u>1,511,233</u>	<u>1,166,052</u>
Total receivables	<u>29,891,474</u>	<u>29,641,029</u>
Total assets	<u>\$ 2,040,046,970</u>	<u>\$ 2,219,810,451</u>
LIABILITIES:		
Accrued expenses	\$ 696,982	\$ -
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 2,039,349,988</u></u>	<u><u>\$ 2,219,810,451</u></u>

Refer to the Notes to Financial Statements.

THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
ADDITIONS:		
Investment income:		
Dividend and interest income	\$ 35,543,451	\$ 28,166,868
Interest income on notes receivable from participants	1,218,784	1,042,749
Net (depreciation) appreciation in fair value of investments	(183,195,071)	294,478,170
Net (depreciation) appreciation in fair value of self-directed brokerage account	<u>(6,811,454)</u>	<u>10,117,829</u>
Net investment (loss) income	<u>(153,244,289)</u>	<u>333,805,616</u>
Contributions:		
Employer	82,110,967	77,730,802
Employee, net of excess contributions	103,647,760	97,753,954
Rollover	<u>13,063,970</u>	<u>13,306,437</u>
Total contributions	<u>198,822,697</u>	<u>188,791,193</u>
Total additions	<u>45,578,408</u>	<u>522,596,809</u>
DEDUCTIONS:		
Benefits paid to participants	224,731,912	174,612,740
Administrative expenses	<u>1,306,959</u>	<u>1,020,555</u>
Total deductions	<u>226,038,871</u>	<u>175,633,295</u>
(DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(180,460,463)	346,963,514
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of period	<u>2,219,810,451</u>	<u>1,872,846,937</u>
End of period	<u>\$ 2,039,349,988</u>	<u>\$ 2,219,810,451</u>

Refer to the Notes to Financial Statements.

THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

1. DESCRIPTION OF PLAN

The following brief description of the Fifth Third Bancorp 401(k) Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan’s information.

General - The Plan is a defined contribution plan, with a 401(k) feature, with separate accounts maintained for each participant. The Plan utilizes a “safe harbor” design under IRS 401(k) regulations. Employees are eligible to participate after 30 days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Fifth Third Bancorp (the “Company”) is the Plan Sponsor. The original Plan became effective January 1, 1955.

Investment Options - At December 31, 2018, participants can direct their accounts to be invested in one money market fund, 22 collective funds, five mutual funds, a separately managed account and a self-directed brokerage window. At December 31, 2017, participants could direct their accounts to be invested in one money market fund, 23 collective funds, seven mutual funds and a self-directed brokerage window. The self-directed brokerage window offers money market and mutual fund investment options not offered as part of the Plan’s core investment options with a few limited restrictions. As a result of the Dudenhoeffer settlement (Note 5), effective June 23, 2017, plan participants are no longer permitted to invest any new Plan contributions in Fifth Third Bancorp common stock.

The separately managed account is a portfolio of individual securities, such as stocks or bonds, that is managed on the participant’s behalf. Unlike a mutual fund or exchange-traded fund, the plan directly owns the individual securities instead of pooling his/her assets with other investors. The individual assets of a separately managed account/fund are held in the name of the plan (the plan owns the underlying securities) and are generally considered separately as individual investments for accounting, auditing and financial statement reporting purposes.

Administration - The Fifth Third Bancorp Pension, 401(k) and Medical Plan Committee, serves as the Plan Administrator. Great West Trust Company, LLC (“Great West”) serves as the trustee of the Plan and the custodian for the investment in Fifth Third Bancorp common stock. Great West must adhere to the investment authority of the Plan Administrator. All other collective and mutual fund investments are held by their respective asset managers. Empower Retirement serves as the Plan’s recordkeeper and performs certain functions as agent of the trustee under an agency agreement.

Funding and Vesting - The Plan permits voluntary contributions from participants up to 50% of their eligible compensation. Such contributions are credited directly to the participants’ accounts and are fully vested. Contributions may be allocated to the available investment options at the discretion of the participant. Gains and losses under the Plan are calculated on a daily basis and allocated to participant accounts based on account balances.

The Plan also accepts before-tax rollover contributions and Roth rollover contributions from other qualified plans or from individual retirement accounts. Rollovers are credited to a participant’s rollover contribution account. Before-tax rollover contributions are treated in a manner similar to before-tax contributions for Plan accounting and federal income tax purposes. Neither type of rollover contribution is eligible for matching contributions by the Company.

Employees are eligible to participate in the Plan starting the pay period after they have completed 30 days of service for voluntary contributions and after 180 days of service employees are eligible to receive matching contributions. The Company matches 150% of the first two percent contributed on a pre-tax or Roth basis and an additional 100% of pre-tax or Roth employee contributions in excess of two percent but not in excess of a total of six percent. Beginning on January 1, 2015, matching contributions vest immediately and are invested in the same funds selected by participants for future contributions.

Both voluntary contributions and Company matching contributions are subject to statutory limitations.

Participant Accounts - Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contribution, the Company's matching contribution, allocations of the Company's discretionary contributions, Plan earnings, and charged with withdrawals and an allocation of Plan gains and losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeited Accounts - At December 31, 2018 and 2017, forfeited nonvested accounts associated with previous plan vesting schedules totaled \$101,252 and \$187,363, respectively. During 2018 and 2017, employer contributions were reduced by \$86,291 and \$2,134,598, respectively, from forfeited nonvested accounts.

Termination - Although it has not expressed its intention to do so, the Company has the right under the Plan to discontinue the contributions of any participating Company subsidiary at any time and to amend or terminate the Plan subject to the provisions set forth in ERISA. If the Plan were to be terminated, the value of the proportionate interest of each participant would be determined as of the date of termination, and this amount would be fully vested and nonforfeitable.

Payment of Benefits - The Plan provides for payment of benefits of accumulated vested amounts upon termination of employment. Benefits are generally payable in the form of lump-sum payments or periodic payments. Benefits are recorded when paid. The benefit to which an employee is entitled is the benefit that can be provided from the participant's vested account.

Benefits Payable - Amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid were zero at December 31, 2018 and 2017.

Tax Status - The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated September 1, 2015 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC").

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.

Notes Receivable from Participants - Loans to participants are measured at unpaid principal balance plus accrued interest. Participants may borrow from certain fund accounts a minimum of \$1,000 up to the lesser of \$50,000 or 50% of the vested portion of their account balance. A participant can request a loan for any reason. Each loan, by its terms, is required to be repaid within five years. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the rate that the Company, in its lending business,

would charge on a similar loan as determined quarterly by the Plan administrator. Interest rates on loans were between 4.25-6.25% at December 31, 2018 and between 4.25-5.75% at December 31, 2017. Principal and interest are paid by the participant through payroll deductions authorized by the participant. Terminated employees must either repay the outstanding loan principal balance in full, make equal monthly payments through the Plan's record keeper or take a deemed distribution equal to the outstanding loan principal balance.

Withdrawals - Participants are eligible to request withdrawals upon termination of employment, attainment of age 59 ½ or in the case of specific hardships. Amounts attributable to historic after-tax and rollover contributions are also available for in-service withdrawal. The Plan also makes mandatory age 70 ½ distributions pursuant to required minimum distribution regulations issued by the IRS.

Dividend Pass-Through Election – Prior to June 23, 2017, a participant with an account (including any sub-account) invested in Fifth Third Bancorp common stock (or in the event of the participant's death, their beneficiary), had the right to elect, in accordance with instructions or procedures of the Plan Administrator or its delegate to either (1) leave such dividends in the Plan for reinvestment in common stock of Fifth Third Bancorp; or (2) take the dividends in cash. As a result of the Dudenhoeffer settlement (Note 5), effective June 23, 2017, plan participants are no longer permitted to invest any new Plan contributions in Fifth Third Bancorp common stock and therefore the dividend pass-through election has been eliminated. Refer to Note 5 for more information.

Excess Contributions Payable - No employee contributions were required to be refunded to applicable participants during the years ended December 31, 2018 and 2017 under the safe harbor design of the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

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 August 28, 2019, the date of issuance to determine if either recognition or disclosure of significant events or transactions is required.

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires the Plan Administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates and assumptions.

Risk and Uncertainties - The Plan, at the direction of the participant, invests in various securities, which may include U.S. governmental securities, corporate debt instruments and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate, credit 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 such changes could materially affect the amounts reported in the financial statements.

Cash Equivalents - Cash equivalents include amounts held in the Vanguard Federal Money Market Fund. Cash equivalents are readily convertible to cash upon demand and are considered short-term investment funds that have an original maturity of 90 days or less when purchased.

Investment Valuation and Income Recognition- The Plan's investments are stated at fair value in accordance with Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*. Quoted market prices, when available, are used to value equity securities and mutual funds. Collective funds are stated at fair value, as determined by the issuer of the collective funds, based on the net asset value ("NAV") per share or its

equivalent, without adjustment, as quoted by the issuer or the collective fund. For further information on fair value measurements, refer to Note 4.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the unrealized gains and losses as well as the Plan's gains and losses on investments bought and sold during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds and collective trust funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Administrative Expenses - Certain administrative expenses of the Plan are paid by the Plan as provided in the Plan document. A portion of the legal fees incurred in the administration of the Plan were also allocated to participants' accounts on a pro-rata basis.

3. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Fifth Third Bancorp provided the Plan with certain accounting and administrative services for which no fees were charged. Additionally, the Plan invests in funds sponsored by affiliates of the custodian and recordkeeper. These funds, Great West T. Rowe Price Mid Cap Growth Fund and Empower Self-Directed Brokerage Accounts, which includes funds held in Great West, totaled \$73,375,439 and \$45,772,035, respectively, as of December 31, 2018.

At December 31, 2018 and 2017, the Plan held 5,668,131 and 7,286,940 shares of the Company's common stock, respectively, with fair values of \$133,371,121 and \$221,085,767, respectively. This investment represents 6.64% and 10.09% of total investments at December 31, 2018 and 2017, respectively. A significant decrease or increase in the market value of the Company's common stock would significantly affect the net assets available for benefits. Total dividends received from shares of the Company's common stock were \$4,516,542 and \$4,836,033 during the years ended December 31, 2018 and 2017, respectively.

The Plan was amended on April 12, 2018 to provide that Fifth Third Bancorp common stock will be removed from the Plan as of September 20, 2019 (the "Sunset Date"). Plan participants holding Fifth Third Bancorp common stock in the Plan who do not exchange all Company stock holdings into another Fifth Third Bancorp 401(k) Savings Plan investment option prior to the period that begins shortly before the Sunset Date (the "Final Sales Period") will have those remaining shares sold during the Final Sales Period and the proceeds will be invested in the Plan's Qualified Default Investment Alternative.

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 following table summarizes assets measured at fair value on a recurring basis. In accordance with U.S. GAAP, the collective funds measured at net asset value have not been classified in the fair value hierarchy. The fair value amounts presented in the table below are intended to permit reconciliation to the amounts presented in the Statements of Net Assets Available for Benefits.

	December 31, 2018 (a)	December 31, 2017 (a)
Investments - Level 1		
Cash equivalents	\$ 115,365,680	\$ 115,294,666
Common stock of Fifth Third Bancorp	133,371,121	221,085,767
Separately managed account - common stock	55,350,374	-
Mutual funds	248,391,541	323,936,305
Total investments - Level 1	552,478,716	660,316,738
Investments measured at NAV - Collective funds	1,455,678,759	1,529,842,684
Total investments	\$ 2,008,157,475	\$ 2,190,159,422

(a) During the years ended December 31, 2018 and 2017, no assets or liabilities were transferred between Level 1 and Level 2.

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 and separately managed account

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 funds

The Plan measures its mutual funds that are exchange-traded, including the self-directed brokerage account offering mutual funds, using the fund's quoted price, which is available in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy.

Collective funds

Investments in collective funds are valued based upon the redemption price of units held by the Plan. Unit values are determined by the financial institution sponsoring such funds by dividing the fund's net assets at fair value by its units outstanding at the valuation dates to obtain the investment's NAV. The Plan uses these NAVs as a practical expedient to determine the fair value of its investments in collective funds, so these investments are not classified within the fair value hierarchy. Investments in the collective funds do not have a holding period and there are no unfunded commitments.

The collective funds seek an investment return that approximates as closely as practicable, before expenses, the performance of the associated investment index over the long term.

The collective funds are managed using a passive or indexing investment approach, by which the sponsoring investment institution attempts to invest in the securities comprising the relevant investment index in the same proportions as they are represented in the index. In some cases, it may not be possible or practicable to purchase all of the securities comprising the index, or to hold them in the same weightings as they represent in the index. From time to time, the sponsoring investment institution may purchase securities that are not yet represented in the index or sell securities that have not yet been removed from the index.

5. LITIGATION

Dudenhoeffer v. Fifth Third Bancorp - On July 11, 2016, the court in two class action lawsuits consolidated as *Dudenhoeffer v. Fifth Third Bancorp et al.* filed in 2008 in the United States District Court for the Southern District of Ohio approved a settlement in which Fifth Third Bancorp agreed to pay \$6,000,000 and make certain changes to the Plan. The settlement amount included \$3,655,274 that was allocated to affected participant accounts in the plan which was net of litigation fees and other costs. The complaints alleged that Fifth Third Bancorp and certain officers violated the ERISA by continuing to offer Fifth Third Bancorp common stock in the Plan when it was no longer a prudent investment. In addition to a monetary settlement payment to affected participants, the settlement agreement required Fifth Third Bancorp to stop offering Fifth Third Bancorp common stock as an investment option for future contributions by July 2017 (among other items). As a result, effective as of 4:00 P.M., Eastern Time, on June 23, 2017, plan participants were no longer permitted to invest any new Plan contributions in (or transfer any existing Plan account balance into) Fifth Third Bancorp common stock.

SUPPLEMENTAL SCHEDULE

THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN

SCHEDULE H, PART IV, LINE 4(i)

EIN #31-0854434 PLAN #001

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2018

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost**	Current Value
CASH:			
Barrow Hanley	Interest-bearing Cash	\$	1,998,021
CASH EQUIVALENTS:			
Vanguard	Vanguard Federal Money Market Fund		115,365,680
COMMON STOCK:			
*Fifth Third Bancorp	Common Stock		133,371,121
SEPARATELY MANAGED ACCOUNT - COMMON STOCK:			
Dollar General Corporation	Common Stock		2,336,581
Air Products & Chemicals, Inc.	Common Stock		2,074,088
Lowe's Companies, Inc.	Common Stock		2,068,033
Medtronic plc	Common Stock		2,012,672
Pfizer Inc.	Common Stock		2,011,609
Comcast Corporation	Common Stock		1,895,053
Wells Fargo & Company	Common Stock		1,866,240
ConocoPhillips	Common Stock		1,834,961
Phillips 66	Common Stock		1,823,796
Oracle Corporation	Common Stock		1,789,340
Microsoft Corporation	Common Stock		1,730,550
CVS Health Corporation	Common Stock		1,667,353
QUALCOMM Incorporated	Common Stock		1,656,935
DowDuPont Inc.	Common Stock		1,624,133
JPMorgan Chase & Co.	Common Stock		1,597,747
BP p.l.c.	Common Stock		1,496,854
Johnson Controls International plc	Common Stock		1,489,646
American International Group, Inc.	Common Stock		1,436,848
United Technologies Corporation	Common Stock		1,397,763
Chevron Corporation	Common Stock		1,372,930
American Express Company	Common Stock		1,353,353
Anthem, Inc.	Common Stock		1,337,312
Dominion Energy, Inc.	Common Stock		1,294,641
Sanofi	Common Stock		1,285,457
Texas Instruments Incorporated	Common Stock		1,279,814

(Continued)

THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN

SCHEDULE H, PART IV, LINE 4(i)

EIN #31-0854434 PLAN #001

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2018

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost**	Current Value
SEPARATELY MANAGED ACCOUNT - COMMON STOCK (continued):			
U.S. Bancorp	Common Stock	\$	1,200,402
Philip Morris International Inc.	Common Stock		1,150,609
Bank Of New York Mellon Corporation	Common Stock		1,149,779
Exelon Corporation	Common Stock		963,697
Altria Group, Inc.	Common Stock		886,551
Johnson & Johnson	Common Stock		871,991
Occidental Petroleum Corporation	Common Stock		843,300
General Electric Company	Common Stock		837,832
Advance Auto Parts, Inc.	Common Stock		804,147
Schlumberger Limited	Common Stock		732,098
Merck & Co., Inc.	Common Stock		726,201
Broadcom, Inc.	Common Stock		628,326
General Dynamics Corporation	Common Stock		620,980
New York Community Bancorp, Inc.	Common Stock		590,590
Cigna Corporation	Common Stock		578,777
State Street Corporation	Common Stock		544,799
Cardinal Health, Inc.	Common Stock		486,586
Total Separately Managed Account - Common Stock			55,350,374
COLLECTIVE FUNDS:			
T Rowe Price	T. Rowe Price Blue Chip Growth Trust Class T2		159,237,139
State Street Global Advisors	State Street Global Advisors S&P 500 Index Non-Lending Series Class K		158,631,788
State Street Global Advisors	State Street Global Advisors All Cap Equity Ex-U.S. Index Non-Lending Series Class K		130,872,853
State Street Global Advisors	State Street Global Advisors Russell Large Cap Growth Index Non-Lending Series Class C		106,943,031
State Street Global Advisors	State Street Global Advisors S&P Mid Cap Non-Lending Series Class C		89,946,883
State Street Global Advisors	State Street Global Advisors U.S. Bond Index Non-Lending Series Class C		86,322,304
State Street Global Advisors	State Street Global Advisors Russell Large Cap Value Index Non-Lending Series Class C		77,353,222

(Continued)

THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN

SCHEDULE H, PART IV, LINE 4(i)

EIN #31-0854434 PLAN #001

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2018

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost**	Current Value
COLLECTIVE FUNDS (continued):			
JPMorgan	JPMorgan Target Retirement Date 2030 Fund	\$	70,144,750
JPMorgan	JPMorgan Core Bond Fund		68,967,147
JPMorgan	JPMorgan Target Retirement Date 2025 Fund		63,893,058
American Century	American Century U.S. Mid Cap Value Equity		63,325,211
JPMorgan	JPMorgan Target Retirement Date 2035 Fund		57,185,044
Lazard	Lazard/Wilmington Emerging Markets Fund		52,509,062
JPMorgan	JPMorgan Target Retirement Date 2040 Fund		50,815,483
JPMorgan	JPMorgan Target Retirement Date 2020 Fund		44,143,458
JPMorgan	JPMorgan Target Retirement Date 2045 Fund		40,417,379
State Street Global Advisors	State Street Global Advisors Russell Small Cap Index Non-Lending Series Class S		36,563,107
JPMorgan	JPMorgan Target Retirement Date 2050 Fund		30,983,906
Victory	Victory Small Cap Value Fund		27,843,449
JPMorgan	JPMorgan Target Retirement Date Income Fund		23,292,664
JPMorgan	JPMorgan Target Retirement Date 2055 Fund		15,107,269
JPMorgan	JPMorgan Target Retirement Date 2060 Fund		1,180,552
Total Collective Funds			<u>1,455,678,759</u>
MUTUAL FUNDS:			
*Great West	Great West T. Rowe Price Mid Cap Growth Fund		73,375,439
Alliance Bernstein	Alliance Bernstein Small Cap Growth Fund		58,194,715
*Empower	Empower Self-Directed Brokerage Accounts***		45,772,035
Putnam	Putnam International Equity Fund		39,221,817
American Century	American Century Inflation-Adjusted Bond Fund		16,376,032
JPMorgan	JPMorgan Short Duration Bond Fund		15,451,503
Total Mutual Funds			<u>248,391,541</u>
PARTICIPANT LOANS:			
*Various	Participant notes receivable (4.25-6.25% interest rate and maturing on various dates through December 2023)		24,988,839
TOTAL			<u>\$ 2,035,144,335</u>

*A party-in-interest as defined by ERISA

**Cost information for participant directed investments is not required and, therefore, is not included

***Part of the self-directed brokerage account

(Concluded)

Schedule H, Line 4(i) - Schedule of Assets (Held at Year End)

Plan Name: The Fifth Third Bancorp 401(K) Savings Plan

Plan Number: 31-0854434 EIN: 31-0854434 PN: 001

For Period Ending: 12/31/2018

(A)	(B)	(C)	(D)	(E)
Party In Interest *	Identity of Party	Description of Asset	Cost **	Current Value
	CCT	American Century Us Mid Cap Value Eq Tr	n/a	63,325,210.82
	CCT	JPMCB Core Bond Fund-CF	n/a	68,967,147.46
	CCT	JPMCB SmartRetiremnt DRE 2020 CF	n/a	44,143,457.93
	CCT	JPMCB SmartRetiremnt DRE 2025 CF	n/a	63,893,057.70
	CCT	JPMCB SmartRetiremnt DRE 2030 CF	n/a	70,144,749.56
	CCT	JPMCB SmartRetiremnt DRE 2035 CF	n/a	57,185,044.47
	CCT	JPMCB SmartRetiremnt DRE 2040 CF	n/a	50,815,483.29
	CCT	JPMCB SmartRetiremnt DRE 2045 CF	n/a	40,417,378.94
	CCT	JPMCB SmartRetiremnt DRE 2050 CF	n/a	30,983,906.46
	CCT	JPMCB SmartRetiremnt DRE 2055 CF	n/a	15,107,268.78
	CCT	JPMCB SmartRetiremnt DRE 2060 CF	n/a	1,180,551.64
	CCT	JPMCB SmartRetiremnt DRE Income CF	n/a	23,292,663.63
	CCT	Lazard/Wilmington Emerging Markets B	n/a	52,509,062.29
	CCT	SSgA Global All Cap Equity EX-US Index K	n/a	130,872,853.03
	CCT	SSgA Russell Large Cap Gr Idx NI Ser C	n/a	106,943,030.66
	CCT	SSgA Russell Large Cap Val Idx NI Ser C	n/a	77,353,221.96
	CCT	SSgA Russell Small Cap Index Fd Class S	n/a	36,563,106.51
	CCT	SSgA S&P Midcap Index Fund - Class C	n/a	89,946,883.30
	CCT	SSgA U.S. Bond Index Fund - Class C	n/a	86,322,304.32
	CCT	SSgAS&P 500 Index Fund Class K	n/a	158,631,788.37
	CCT	T. Rowe Price Blue Chip Growth Trust T2	n/a	159,237,139.12
	CCT	Victory Small Cap Value Collective 75	n/a	27,843,448.76
*	Employer Stock	Fifth Third Stock	n/a	133,371,120.79
*	Brokerage	Empower / Pershing Self Directed Brokerage	n/a	45,772,035.29
	RIC	AB Small Cap Growth Z	n/a	58,194,715.02
	RIC	American Century Infl-Adj Bond R6	n/a	16,376,032.18
*	RIC	Great-West T. Rowe Price Mid Cap Gr Inst	n/a	73,375,439.28
	RIC	JPMorgan Short Duration Bond R6	n/a	15,451,502.61
*	RIC	Putnam International Equity R6	n/a	39,221,816.32
	RIC	Vanguard Federal Money Market Inv	n/a	115,365,680.46
*	Various	Participant Loans -- Interest Rate (Low 4.250 High 6.250)	n/a	24,988,838.53
	Cash	Bank Account Bny 978- 5/3 Barrow Han	n/a	1,998,020.59
	Equities	Advance Auto Parts Inc Common Stock	n/a	804,148.22
	Equities	Air Products & Chemicals Inc Common Stock	n/a	2,074,087.95
	Equities	Altria Group Inc Common Stock	n/a	886,550.50
	Equities	American Express Co Common Stock	n/a	1,353,353.36
	Equities	American International Grp Inc Common Stock	n/a	1,436,849.19
	Equities	Anthem Inc Common Stock	n/a	1,337,311.96
	Equities	Bank Of New York Mellon Corp Common Stock	n/a	1,149,778.89
	Equities	Bp Plc Common Stock - Sponsored Adr	n/a	1,496,854.08
	Equities	Broadcom Inc Common Stock	n/a	628,325.88
	Equities	Cardinal Health Inc Common Stock	n/a	486,586.00
	Equities	Chevron Corp Common Stock	n/a	1,372,929.80
	Equities	Cigna Corp Common Stock	n/a	578,777.40
	Equities	Comcast Corp Common Stock Cl.A	n/a	1,895,052.75

Schedule H, Line 4(i) - Schedule of Assets (Held at Year End)

Plan Name: The Fifth Third Bancorp 401(K) Savings Plan

Plan Number: 31-0854434 EIN: 31-0854434 PN: 001

For Period Ending: 12/31/2018

(A)	(B)	(C)	(D)	(E)
Party In Interest *	Identity of Party	Description of Asset	Cost **	Current Value
Equities		Conocophillips Common Stock	n/a	1,834,960.50
Equities		Cvs Health Corp Common Stock	n/a	1,667,352.96
Equities		Dollar General Corp Common Stock	n/a	2,336,581.52
Equities		Dominion Resources Inc Common Stock	n/a	1,294,640.82
Equities		Dowdupont Inc Common Stock	n/a	1,624,134.12
Equities		Exelon Corp Common Stock	n/a	963,696.80
Equities		General Dynamics Corp Common Stock	n/a	620,979.50
Equities		General Electric Co Common Stock	n/a	837,832.46
Equities		Johnson & Johnson Common Stock	n/a	871,990.85
Equities		Johnson Controls Intl Plc Common Stock	n/a	1,489,645.65
Equities		Jpmorgan Chase & Co Common Stock	n/a	1,597,746.54
Equities		Lowes Companies Inc Common Stock	n/a	2,068,032.76
Equities		Medtronic Plc & Inc Common Stock	n/a	2,012,671.92
Equities		Merck & Co Inc Common Stock	n/a	726,200.64
Equities		Microsoft Corp Common Stock	n/a	1,730,549.66
Equities		New York Community Bancorp Inc Common Stock	n/a	590,590.42
Equities		Occidental Petroleum Corp Common Stock	n/a	843,299.82
Equities		Oracle Corp Common Stock	n/a	1,789,339.65
Equities		Pfizer Inc Common Stock	n/a	2,011,610.25
Equities		Philip Morris Intl Inc Common Stock	n/a	1,150,608.60
Equities		Phillips 66 Common Stock	n/a	1,823,795.50
Equities		Qualcomm Inc Common Stock	n/a	1,656,934.65
Equities		Sanofi Common Stock Adr	n/a	1,285,456.92
Equities		Schlumberger Ltd Common Stock	n/a	732,099.28
Equities		State Street Corp Common Stock	n/a	544,798.66
Equities		Texas Instruments Inc Common Stock	n/a	1,279,813.50
Equities		United Technologies Corp Common Stock	n/a	1,397,762.96
Equities		Us Bancorp Common Stock	n/a	1,200,401.90
Equities		Wells Fargo & Co Common Stock	n/a	1,866,240.00
Total			0.00	2,035,144,334.86

* Party in Interest

** Not required for participant directed accounts

Schedule H Ending Balance	2,039,349,987.90
Schedule H Receivables	4,902,635.26
Schedule H Payables	(696,982.22)
Difference	(0.00)