

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2018</div> 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 MASTER RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>007</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1951</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>007</u>	1c Effective date of plan <u>11/01/1951</u>					
1b Three-digit plan number (PN) ▶	<u>007</u>								
1c Effective date of plan <u>11/01/1951</u>									
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FIFTH THIRD BANCORP</u> <u>BENEFITS DEPARTMENT</u> <u>38 FOUNTAIN SQUARE PLAZA</u> <u>MD10GA51</u> <u>CINCINNATI, OH 45202-3102</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>31-0854434</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>513-534-4102</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>522110</u></td> <td></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0854434</u>		2c Plan Sponsor's telephone number <u>513-534-4102</u>		2d Business code (see instructions) <u>522110</u>			
2b Employer Identification Number (EIN) <u>31-0854434</u>									
2c Plan Sponsor's telephone number <u>513-534-4102</u>									
2d Business code (see instructions) <u>522110</u>									

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2019	ROBERT SHAFFER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 4621
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) 1284 6a(2) 1148 6b 888 6c 2133 6d 4169 6e 141 6f 4310 6g 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:

1A 3H

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

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

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN	B Three-digit plan number (PN) 007
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF FIFTH THIRD BANCORP	D Employer Identification Number (EIN) 31-0854434
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2018			
2	Assets:			
a	Market value	2a	184935423	
b	Actuarial value	2b	172467626	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	1052	53849830	53849830
b	For terminated vested participants	2285	56602310	56602310
c	For active participants	1284	34880455	35297548
d	Total	4621	145332595	145749688
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	5.67 %	
6	Target normal cost	6	521654	

Statement by Enrolled Actuary

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

<div>SIGN HERE</div>	<div>08/20/2019</div> <div>Signature of actuary</div> <div>KEVIN H. PRAY</div> <div>Type or print name of actuary</div> <div>WILLIS TOWERS WATSON US LLC</div> <div>Firm name</div> <div>3340 PLAYERS CLUB PARKWAY SUITE 200 MEMPHIS, TN 38125</div> <div>Address of the firm</div>	<div>08/20/2019</div> <div>Date</div> <div>17-04836</div> <div>Most recent enrollment number</div> <div>901-930-0000</div> <div>Telephone number (including area code)</div>
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Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	42016590	22630338
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	629887	0
9 Amount remaining (line 7 minus line 8)	41386703	22630338
10 Interest on line 9 using prior year's actual return of <u>17.16</u> %	7101958	3883366
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.89</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	19134490	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	29354171	26513704

Part III Funding Percentages

14 Funding target attainment percentage	14	80.00%
15 Adjusted funding target attainment percentage	15	118.33%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	109.08%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

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

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

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

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

20 Quarterly contributions and liquidity shortfalls:

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

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

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

21	Discount rate:			
a	Segment rates:	1st segment: 3.92%	2nd segment: 5.52%	3rd segment: 6.29%
		☐ N/A, full yield curve used		
b	Applicable month (enter code)	21b	4	
22	Weighted average retirement age	22	61	
23	Mortality table(s) (see instructions)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate
		Current regulation:	☐ Prescribed - combined	☒ Prescribed - separate
			☐ Substitute	☐ Substitute

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6)	31a	521654
b	Excess assets, if applicable, but not greater than line 31a	31b	0
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	0	0
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	521654
		Carryover balance	Prefunding balance
35	Balances elected for use to offset funding requirement	521654	0
36	Additional cash requirement (line 34 minus line 35)	36	0
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	0
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years	40	0

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

41	If an election was made to use PRA 2010 funding relief for this plan:			
a	Schedule elected	☐ 2 plus 7 years	☐ 15 years	
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010
		☐ 2011		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		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 MASTER RETIREMENT PLAN	B Three-digit plan number (PN) ▶	007
C Plan sponsor's name as shown on line 2a of Form 5500 FIFTH THIRD BANCORP	D Employer Identification Number (EIN) 31-0854434	

Part I	Service Provider Information (see instructions)
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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	
FIFTH THIRD RETIREMENT SERVICES	38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263
31-1051736	

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

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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)

TOWERS WATSON DELAWARE, INC.

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13 17	NONE	157187	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THOMPSON HINE LLP

127 PUBLIC SQUARE
3000 KEY CENTER
CLEVELAND, OH 44144

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	22955	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection.</div>	
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 MASTER RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 007	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 FIFTH THIRD BANCORP				D Employer Identification Number (EIN) 31-0854434	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: FIFTH THIRD EQUITY INDEX					
b Name of sponsor of entity listed in (a): FIFTH THIRD BANK					
c EIN-PN 30-0194096-001		d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27638000		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
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		

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

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

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

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

SCHEDULE H (Form 5500) 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

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

Part I	Asset and Liability Statement
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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	536295	4
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	256498	375125
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	6917753	25499110
(2) U.S. Government securities	1c(2)	12182030	45954771
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	17651931	18208796
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	26862904	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	28970463	27638000
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	92180021	45544032
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	1236321

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	185557895	164456159

Liabilities

g Benefit claims payable	1g	36982	105888
h Operating payables	1h	0	23216
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	365974	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	402956	129104

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	185154939	164327055
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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)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	188435	
(B) U.S. Government securities	2b(1)(B)	270893	
(C) Corporate debt instruments	2b(1)(C)	366888	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	262716	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1088932
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	463114	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2003126	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2466240
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	66834600	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	66439968	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		394632
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	1742946	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1742946

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-1332463
(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)		-9038043
c Other income.....	2c		33736
d Total income. Add all income amounts in column (b) and enter total.....	2d		-4644020

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15638552	
(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)		15638552
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	203358	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other	2i(4)	341954	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		545312
j Total expenses. Add all expense amounts in column (b) and enter total	2j		16183864

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-20827884
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **DELOITTE & TOUCHE**

(2) EIN: **13-3891517**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

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

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<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>31-1051736</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	<u>243</u>

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
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 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: 44.6 % Investment-Grade Debt: 40.3 % High-Yield Debt: 0.0 % Real Estate: 0.0 % Other: 15.1 %

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

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

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

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

The Fifth Third Bancorp Master Retirement Plan

EIN: 31-0854434

PN: 007

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

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

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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.	



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INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Fifth Third Bancorp Master Retirement Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2018 and 2017, and the related Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2018 and 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fifth Third Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2018 and 2017, and for the years ended December 31, 2018 and 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

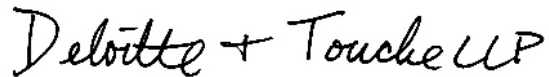
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Assets (Held at End of Year) as of December 31, 2018 and Reportable Transactions for the Year Ended December 31, 2018 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

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

October 10, 2019

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

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

	<u>2018</u>	<u>2017</u>
ASSETS:		
Cash	\$ 4	\$ 536,295
Investments - at fair value:		
Cash equivalents	25,499,110	6,917,753
Common stock	-	26,862,904
Mutual and exchange-traded funds	45,544,032	92,180,021
Collective funds	27,638,000	28,970,463
U.S. Treasury securities and agency obligations	45,954,771	12,182,030
Corporate bonds and notes	13,035,226	11,594,573
Municipal bonds and notes	1,236,321	493,971
Non-agency mortgage-backed securities	1,083,748	1,272,149
Non-agency asset-backed securities	4,089,822	4,291,238
Total investments - at fair value (Note 4)	<u>164,081,030</u>	<u>184,765,102</u>
Accrued investment income	<u>375,125</u>	<u>256,498</u>
Total assets	<u>\$ 164,456,159</u>	<u>\$ 185,557,895</u>
LIABILITIES:		
Investment securities purchased, not settled	\$ -	\$ 365,974
Benefit claims payable	105,888	36,982
Administrative expenses payable	<u>23,216</u>	<u>-</u>
Total liabilities	<u>\$ 129,104</u>	<u>\$ 402,956</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 164,327,055</u></u>	<u><u>\$ 185,154,939</u></u>

Refer to the Notes to Financial Statements.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

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

	<u>2018</u>	<u>2017</u>
ADDITIONS:		
Investment (loss) income:		
Dividend and interest income	\$ 3,555,172	\$ 4,241,410
Net (depreciation) appreciation in fair value of investments	<u>(8,232,928)</u>	<u>23,772,425</u>
Net investment (loss) income	(4,677,756)	28,013,835
Other income	<u>33,736</u>	<u>53,787</u>
Total additions	(4,644,020)	28,067,622
DEDUCTIONS:		
Benefits paid to participants	15,638,552	16,297,518
Administrative and other expenses	<u>545,312</u>	<u>497,722</u>
Total deductions	<u>16,183,864</u>	<u>16,795,240</u>
(DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(20,827,884)	11,272,382
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of period	<u>185,154,939</u>	<u>173,882,557</u>
End of period	<u><u>\$ 164,327,055</u></u>	<u><u>\$ 185,154,939</u></u>

Refer to the Notes to Financial Statements.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

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

1. DESCRIPTION OF PLAN

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

General - The Plan is sponsored and administered by Fifth Third Bancorp (the “Plan Sponsor”). The Plan is a noncontributory defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. On December 31, 2001, the Fifth Third Bancorp Master Retirement Plan (the “Predecessor Plan”) was merged into the Old Kent Retirement Income Plan. Effective with the merger, this newly merged plan was then renamed The Fifth Third Bancorp Master Retirement Plan. Fifth Third Bancorp amended and restated the Plan in its entirety, effective as of January 1, 2015. Fifth Third Bank (the “Trustee”), a wholly-owned subsidiary of Fifth Third Bancorp, serves as the trustee of the Plan and manages the Plan’s investments.

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

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

All Plan participants are 100% vested.

Funding Policy - Contributions to provide benefits under the Plan are made solely by the Plan Sponsor. The Plan Sponsor’s funding policy is to make cash contributions to the Plan in amounts as determined by the Plan’s independent actuary. The Plan Sponsor met the minimum funding requirements of ERISA for both the years ended December 31, 2018 and 2017. The Plan Sponsor did not elect to make an additional contribution for both the years ended December 31, 2018 and 2017.

Investment Policy and Strategy - The Plan’s investment policy was revised during the year ended December 31, 2018. Plan Management’s objective is to maintain the fully-funded status of the qualified defined benefit plan while also minimizing the risk of excess assets. As a result, the portfolio assets of the qualified defined benefit plan will continue to increase the weighting of long duration fixed income, or liability matching assets, as the funded status increases. The Plan’s policy for the investment of Plan assets is to employ investment strategies that achieve a range of weighted-average target asset allocations relating to equity securities, fixed-income securities (including U.S. Treasury and federal agencies securities, mortgage-backed securities, asset-

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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

backed securities and corporate bonds), alternative strategies (including traditional mutual funds, precious metals and commodities) and cash.

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

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

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

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accounting records of the Plan are maintained on the accrual basis of accounting. The accompanying financial statements have been prepared in accordance with U.S. GAAP. The Plan has evaluated subsequent events through October 10, 2019, the date of issuance, to determine if either recognition or disclosure of significant events or transactions is required.

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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

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

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

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

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

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

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

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

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

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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

3. ACCUMULATED PLAN BENEFITS

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

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

The significant actuarial assumptions used in the valuations for the 2018 and 2017 Plan years were:

- a) Retirement age assumptions: weighted average retirement age is 61 at both December 31, 2018 and 2017; and
- b) Discount rate: 4.10% and 3.47% at December 31, 2018 and 2017, respectively; and
- c) Life expectancy of participants: RP-2014 Mortality Tables.

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

The actuarial present value of accumulated plan benefits as of December 31, 2018 and 2017 is as follows:

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
Vested benefits:		
Active employees	\$ 36,912,547	47,148,444
Retired participants	56,174,098	61,194,307
Vested, terminated and transferred participants	<u>67,990,010</u>	<u>77,553,221</u>
Total vested benefits	161,076,655	185,895,972
Non-vested benefits	<u>309,825</u>	<u>377,467</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 161,386,480</u>	<u>186,273,439</u>

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended December 31, 2018 are as follows:

Present value of accumulated plan benefits, beginning of period	\$ 186,273,439
(Decrease) increase during the year attributable to:	
Benefits accumulated	1,952
Decrease in discount period	6,193,690
Actuarial gains	(525,361)
Benefits paid	(15,565,765)
Change of assumptions	(14,991,475)
Net decrease	<u>(24,886,959)</u>
Present value of accumulated plan benefits, end of period	<u>\$ 161,386,480</u>

4. FAIR VALUE MEASUREMENTS

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

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

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

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

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

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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

on certain analytical criteria, comparison to previous trades and overall review and assessments for reasonableness.

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

As of December 31, 2018	Fair Value Measurements Using			Total Fair Value
	Level 1 ^(a)	Level 2 ^(a)	Level 3	
Investments:				
Cash equivalents	\$ 25,499,110	-	-	25,499,110
Mutual and exchange-traded funds	45,544,032	-	-	45,544,032
U.S. Treasury securities and agency obligations	43,270,158	2,684,613	-	45,954,771
Corporate bonds and notes	-	13,035,226	-	13,035,226
Municipal bonds and notes	-	1,236,321	-	1,236,321
Non-agency mortgage-backed securities	-	1,083,748	-	1,083,748
Non-agency asset-backed securities	-	4,089,822	-	4,089,822
Total investments, excluding collective funds	\$ 114,313,300	22,129,730	-	136,443,030
Collective funds (NAV)				27,638,000
Total investments				\$ 164,081,030

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

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

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

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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

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

Cash equivalents

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

Common stock

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

Mutual and exchange-traded funds

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

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

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

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

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

Collective funds

Investments in collective funds are valued based upon the investee's NAV or its equivalent as a practical expedient. NAV is determined by the fund's management by dividing the fund's net assets at fair value by the number of units outstanding at the valuation date. Investments valued using NAV as a practical expedient are not classified within the fair value hierarchy. The Plan's collective funds included the Fifth Third Bank Equity Index Fund at both December 31, 2018 and 2017.

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

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

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

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

At December 31, 2018 and 2017, the Plan did not hold any shares of Fifth Third Bancorp common stock. The Plan did not record any dividend income on Fifth Third Bancorp common stock shares during the year ended December 31, 2018 and recorded dividend income of \$50,009 on Fifth Third Bancorp common stock shares during the year ended December 31, 2017.

6. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information (see accompanying independent auditors' report) regarding the Plan as of December 31, 2018 and 2017, and for the years then ended, included in the Plan's financial statements and supplemental schedules that was prepared by or derived from information prepared by Fifth Third Bank, the Trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
Statements of Net Assets Available for Benefits:		
Total investments	\$ 164,081,030	\$ 184,765,102
Accrued investment income	375,125	256,498
Statements of Changes in Net Assets Available for Benefits:		
Dividend and interest income	3,555,172	4,241,410
Net (depreciation) appreciation in fair value of investments	(8,232,928)	23,772,425

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

There were no unsettled security sales or purchases as of December 31, 2018 and no unsettled security sales as of December 31, 2017. As of December 31, 2017, the investment balance was adjusted for unsettled security purchases of \$365,974. This adjustment was not certified by the Trustee of the Plan.

SUPPLEMENTAL SCHEDULES

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2018

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
CASH EQUIVALENTS:			
*Fifth Third Banksafe	Cash equivalents	\$ 25,499,110	\$ 25,499,110
MUTUAL AND EXCHANGE-TRADED FUNDS:			
EuroPacific Growth Fund, Class F-2	Mutual and exchange- traded funds	6,682,332	7,017,637
IShares Core MSCI EAFE ETF	Mutual and exchange- traded funds	11,321,796	9,650,190
IShares Core S&P Mid-Cap ETF	Mutual and exchange- traded funds	6,386,713	6,237,047
IShares Core S&P Small-Cap ETF	Mutual and exchange- traded funds	6,369,253	6,495,700
IShares Russell 1000 Fund ETF	Mutual and exchange- traded funds	7,203,315	7,946,660
Oppenheimer Developing Markets Fund, Class I	Mutual and exchange- traded funds	7,228,005	8,196,798
Total mutual and exchange-traded funds:		45,191,414	45,544,032
COLLECTIVE FUNDS:			
*Fifth Third Bank Equity Index Fund, Class A	Collective funds	16,843,972	27,638,000
U.S. TREASURY SECURITIES AND AGENCY OBLIGATIONS:			
Fannie Mae variable rate due 12/25/26	U.S. Treasury securities and agency obligations	285,604	287,947
Fannie Mae, Series 2011-109 Class PK, 4.000% due 08/25/41	U.S. Treasury securities and agency obligations	98,760	89,429
Fannie Mae, Series 2012-134 Class FD, variable rate due 12/25/42	U.S. Treasury securities and agency obligations	273,241	278,658
Fannie Mae, Series 2014-M5 Class ASQ2, 2.034% due 03/25/19	U.S. Treasury securities and agency obligations	21,657	17,707
Fannie Mae, Series 2018-M7 Class A-2, variable rate due 03/25/28	U.S. Treasury securities and agency obligations	303,434	306,460
Fannie Mae, Series K-023 Class A-2, 2.307% due 08/25/22	U.S. Treasury securities and agency obligations	186,717	181,400
Federal Home Loan Mortgage Corp., 2.789% due 01/25/22	U.S. Treasury securities and agency obligations	392,835	384,134
Federal Home Loan Mortgage Corp., Series 2744 variable rate due 02/15/34	U.S. Treasury securities and agency obligations	15,931	15,201
Federal National Mortgage Assoc., zero coupon due 10/09/19	U.S. Treasury securities and agency obligations	297,346	323,129
Freddie Mac, Series K-049 Class A-2, 3.010% due 07/25/25	U.S. Treasury securities and agency obligations	312,007	308,273
Freddie Mac, Series 3536 Class PC, 4.500% due 05/15/39	U.S. Treasury securities and agency obligations	47,658	34,937

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2018**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
U.S. TREASURY SECURITIES AND AGENCY OBLIGATIONS (continued):			
Ginnie Mae, Series 2009-111 Class C, 5.015% due 03/16/50	U.S. Treasury securities and agency obligations	\$ 15,302	\$ 5,293
Gov. National Mortgage Assoc., Series 3663, 4.500% due 01/20/35	U.S. Treasury securities and agency obligation	78,292	118,309
Tennessee Valley Authority zero coupon due 07/15/22	U.S. Treasury securities and agency obligation	302,680	333,736
U.S. Treasury INFL N/B, 0.375% due 01/15/27	U.S. Treasury securities and agency obligation	613,089	606,529
U.S. Treasury Note, 1.000% due 08/31/19	U.S. Treasury securities and agency obligation	1,342,853	1,345,557
U.S. Treasury Note, 3.625% due 02/15/20	U.S. Treasury securities and agency obligation	1,354,135	1,304,009
U.S. Treasury Note, 2.250% due 03/31/21	U.S. Treasury securities and agency obligation	1,311,057	1,298,266
U.S. Treasury Note, 1.750% due 05/15/22	U.S. Treasury securities and agency obligation	857,909	844,690
U.S. Treasury Note, 2.750% due 11/15/23	U.S. Treasury securities and agency obligation	444,965	439,759
U.S. Treasury Note, 2.000% due 04/30/24	U.S. Treasury securities and agency obligation	675,530	691,249
U.S. Treasury Note, 2.250% due 02/15/27	U.S. Treasury securities and agency obligation	458,044	466,090
U.S. Treasury Note, 2.875% due 08/15/28	U.S. Treasury securities and agency obligation	1,013,445	1,035,779
U.S. Treasury Bond, 3.500% due 02/15/39	U.S. Treasury securities and agency obligation	1,021,445	1,093,790
U.S. Treasury Bond, 4.500% due 08/15/39	U.S. Treasury securities and agency obligation	1,168,281	1,246,170
U.S. Treasury Bond, 4.375% due 05/15/40	U.S. Treasury securities and agency obligation	1,150,352	1,227,580
U.S. Treasury Bond, 4.250% due 11/15/40	U.S. Treasury securities and agency obligation	1,131,719	1,208,440
U.S. Treasury Bond, 4.375% due 05/15/41	U.S. Treasury securities and agency obligation	1,158,437	1,230,780
U.S. Treasury Bond, 3.125% due 11/15/41	U.S. Treasury securities and agency obligation	959,766	1,023,870
U.S. Treasury Bond, 3.125% due 02/15/42	U.S. Treasury securities and agency obligation	958,828	1,023,670
U.S. Treasury Bond, 2.750% due 08/15/42	U.S. Treasury securities and agency obligation	896,328	957,270
U.S. Treasury Bond, 3.125% due 02/15/43	U.S. Treasury securities and agency obligation	955,820	1,020,040

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2018**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
U.S. TREASURY SECURITIES AND AGENCY OBLIGATIONS (continued):			
U.S. Treasury Bond, 3.625% due 08/15/43	U.S. Treasury securities and agency obligation	\$ 1,038,867	\$ 1,106,910
U.S. Treasury Bond, 3.625% due 02/15/44	U.S. Treasury securities and agency obligation	1,039,414	1,107,730
U.S. Treasury Bond, 3.125% due 08/15/44	U.S. Treasury securities and agency obligation	954,141	1,020,820
U.S. Treasury Bond, 3.000% due 05/15/45	U.S. Treasury securities and agency obligation	931,523	998,090
U.S. Treasury Bond, 2.875% due 08/15/45	U.S. Treasury securities and agency obligation	908,945	973,980
U.S. Treasury Bond, zero coupon due 08/15/46	U.S. Treasury securities and agency obligation	2,000,900	2,151,050
U.S. Treasury Bond, zero coupon due 11/15/46	U.S. Treasury securities and agency obligation	1,985,050	2,135,550
U.S. Treasury Bond, zero coupon due 02/15/47	U.S. Treasury securities and agency obligation	1,969,900	2,124,750
U.S. Treasury Bond, zero coupon due 05/15/47	U.S. Treasury securities and agency obligation	1,953,250	2,103,350
U.S. Treasury Bond, zero coupon due 08/15/47	U.S. Treasury securities and agency obligation	1,936,750	2,084,450
U.S. Treasury Bond, zero coupon due 11/15/47	U.S. Treasury securities and agency obligation	1,976,000	2,066,500
U.S. Treasury Bond, zero coupon due 02/15/48	U.S. Treasury securities and agency obligation	2,350,980	2,461,860
U.S. Treasury Bond, zero coupon due 05/15/48	U.S. Treasury securities and agency obligation	2,336,400	2,442,840
U.S. Treasury Bond, zero coupon due 08/15/48	U.S. Treasury securities and agency obligation	2,317,200	2,428,740
Total U.S. Treasury securities and agency obligations:		<u>43,802,787</u>	<u>45,954,771</u>

CORPORATE BONDS AND NOTES:

AbbVie Inc., 3.600% due 05/14/25	Corporate bonds and notes	232,571	215,818
ACE INA Holdings Inc., 3.150% due 03/15/25	Corporate bonds and notes	328,107	312,864
Aflac Inc., 3.625% due 11/15/24	Corporate bonds and notes	118,913	119,906
Aflac Inc., 2.875% due 10/15/26	Corporate bonds and notes	180,421	172,845
Alphabet Inc., 3.625% due 05/19/21	Corporate bonds and notes	239,323	224,422

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2018**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
CORPORATE BONDS AND NOTES (continued):			
Amazon.com, Inc., 5.200% due 12/03/25	Corporate bonds and notes	\$ 305,066	\$ 302,085
Anheuser-Busch InBev Finance Inc., 4.000% due 04/13/28	Corporate bonds and notes	282,982	282,176
Bank of America Corp., 3.900% due 01/21/25	Corporate bonds and notes	306,222	292,245
BB&T Corp., 5.250% due 11/01/19	Corporate bonds and notes	155,072	147,424
Berkshire Hathaway Inc., 2.750% due 03/15/23	Corporate bonds and notes	325,454	309,229
Blackrock, Inc., 3.500% due 03/18/24	Corporate bonds and notes	309,087	298,195
BP Capital Markets America Inc., 3.245% due 05/06/22	Corporate bonds and notes	305,000	302,356
Cincinnati Children's Hospital Medical Center, 2.853% due 11/15/26	Corporate bonds and notes	130,000	124,025
Cisco Systems, Inc., 2.450% due 06/15/20	Corporate bonds and notes	305,784	303,380
Citigroup Inc., 3.200% due 10/21/26	Corporate bonds and notes	290,223	276,957
Citizens Financial Group, Inc., 4.300% due 12/03/25	Corporate bonds and notes	213,670	202,314
The Clorox Company, 3.050% due 09/15/22	Corporate bonds and notes	240,426	232,483
Dollar General Corp., 3.875% due 04/15/27	Corporate bonds and notes	223,389	213,215
Duke Realty L.P., 3.875% due 10/15/22	Corporate bonds and notes	115,517	111,057
Eli Lilly & Co., 3.100% due 05/15/27	Corporate bonds and notes	325,597	309,824
Enbridge Inc., 4.250% due 12/01/26	Corporate bonds and notes	166,810	158,211
Florida Power Corp., 3.100% due 08/15/21	Corporate bonds and notes	157,819	149,787
General Motors Financial Company, Inc., 3.550% due 04/09/21	Corporate bonds and notes	154,940	152,866
The Goldman Sachs Group, Inc., 5.375% due 03/15/20	Corporate bonds and notes	73,901	71,565
The Goldman Sachs Group, Inc., 3.500% due 01/23/25	Corporate bonds and notes	226,270	213,280

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2018**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
CORPORATE BONDS AND NOTES (continued):			
Halliburton Company, 3.800% due 11/15/25	Corporate bonds and notes	\$ 231,440	\$ 222,868
Home Depot Inc., 3.950% due 09/15/20	Corporate bonds and notes	216,023	203,264
Huntington Bancshares Inc., 2.300% due 01/14/22	Corporate bonds and notes	213,269	207,585
Illinois Tool Works Inc., 2.650% due 11/15/26	Corporate bonds and notes	302,315	301,996
International Lease Finance Corp., 5.875% due 08/15/22	Corporate bonds and notes	225,627	209,492
John Deere Capital Corp., 2.150% due 09/08/22	Corporate bonds and notes	299,420	287,523
JPMorgan Chase & Co., 3.900% due 07/15/25	Corporate bonds and notes	421,339	401,327
KeyCorp, 2.900% due 09/15/20	Corporate bonds and notes	229,300	223,301
Lennox International Inc., 3.000% due 11/15/23	Corporate bonds and notes	75,059	70,576
McDonalds Corp., 3.250% due 06/10/24	Corporate bonds and notes	300,696	302,325
Metlife Inc., 3.600% due 04/10/24	Corporate bonds and notes	317,328	322,205
Microsoft Corp., 3.300% due 02/06/27	Corporate bonds and notes	307,379	312,008
Moody's Corporation, 2.750% due 07/15/19	Corporate bonds and notes	240,213	240,041
Morgan Stanley, 3.625% due 01/20/27	Corporate bonds and notes	228,559	213,840
Nucor Corp., 4.000% due 08/01/23	Corporate bonds and notes	132,310	126,919
Nucor Corp., 3.950% due 05/01/28	Corporate bonds and notes	209,689	207,694
Nutrien Ltd., 3.500% due 06/01/23	Corporate bonds and notes	99,417	98,219
Omnicon Group Inc., 4.450% due 08/15/20	Corporate bonds and notes	125,408	116,964
PNC Financial Services Group Inc., 3.900% due 04/29/24	Corporate bonds and notes	184,789	173,504
Pioneer Natural Resources Company, 3.950% due 07/15/22	Corporate bonds and notes	290,185	275,817
Post Apartment Homes L.P., 3.375% due 12/01/22	Corporate bonds and notes	241,314	232,290

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN**EIN: 31-0854434; PN: 007****SCHEDULE H, PART IV, LINE 4(i)****SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2018**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
CORPORATE BONDS AND NOTES (continued):			
The Proctor & Gamble Company, 2.150% due 08/11/22	Corporate bonds and notes	\$ 155,004	\$ 150,558
Prologis, L.P., 4.250% due 08/15/23	Corporate bonds and notes	165,975	154,854
Regions Financial Corp., 3.800% due 08/14/23	Corporate bonds and notes	304,820	305,546
Sumitomo Mitsui Financial Group, Inc., 2.784% due 07/12/22	Corporate bonds and notes	252,506	243,603
Svenska Handelsbanken AB, 3.350% due 05/24/21	Corporate bonds and notes	249,718	249,865
Target Corp., 2.500% due 04/15/26	Corporate bonds and notes	308,544	298,752
Time Warner Inc., 3.875% due 01/15/26	Corporate bonds and notes	80,291	71,633
The Toronto-Dominion Bank, 2.125% due 04/07/21	Corporate bonds and notes	305,329	298,455
Total Capital International 2.700% due 01/25/23	Corporate bonds and notes	302,328	297,945
U.S. Bancorp, 3.000% due 03/15/22	Corporate bonds and notes	309,998	298,119
Virginia Electric & Power Company, 3.450% due 09/01/22	Corporate bonds and notes	108,510	100,369
Wal-Mart Inc., 3.125% due 06/23/21	Corporate bonds and notes	314,984	317,240
Total corporate bonds and notes:		<u>13,461,650</u>	<u>13,035,226</u>
MUNICIPAL BONDS AND NOTES:			
Dallas Texas Waterworks and Sewer System 2.919% due 10/01/24	Municipal bonds and notes	297,036	297,954
Hawaii State, 2.250% due 05/01/21	Municipal bonds and notes	195,975	193,750
Texas A&M University, 2.588% due 05/15/22	Municipal bonds and notes	200,552	198,500
Texas A&M University, 3.027% due 05/15/27	Municipal bonds and notes	300,000	292,764
Texas Public Finance Authority, 3.225% due 10/01/24	Municipal bonds and notes	250,000	253,353
Total municipal bonds and notes:		<u>1,243,563</u>	<u>1,236,321</u>

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)

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

AS OF DECEMBER 31, 2018

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
NON-AGENCY MORTGAGE-BACKED SECURITIES:			
Bank of America Commercial Mtg. Trust, Series 2015-UBS7 Class A-4, 3.705% due 09/15/48	Non-agency mortgage-backed security	\$ 196,216	\$ 186,978
CD Commercial Mortgage Trust, Series 2006-CD3 Class A-M, 5.648% due 10/15/48	Non-agency mortgage-backed security	110,577	101,832
Morgan Stanley Bank of America Merrill Lynch Trust, Series 2014-C14 Class A-4, 3.787% due 02/15/47	Non-agency mortgage-backed security	311,778	300,738
UBS-Barclays Commercial Mortgage Trust, Series 2012-C3 Class A-4, 3.091% due 09/10/22	Non-agency mortgage-backed security	274,089	264,414
Wells Fargo Commercial Mortgage Trust, Series 2015-2 Class A-4, 3.809% due 12/17/48	Non-agency mortgage-backed security	240,302	229,786
Total non-agency mortgage-backed securities:		<u>1,132,962</u>	<u>1,083,748</u>
NON-AGENCY ASSET-BACKED SECURITIES:			
Ally Auto Receivables Trust, Series 2017-1 Class A-4, 1.990% due 11/15/21	Non-agency asset-backed security	315,813	310,839
American Express Credit Account Master Trust, Series 2017-1 Class A, 1.930% due 09/15/22	Non-agency asset-backed security	326,063	321,155
BMW Vehicle Lease Trust, Series 2016-2 Class A-4, 1.570% due 02/20/20	Non-agency asset-backed security	179,773	179,330
Capital One Multi-asset Execution Trust, Series 2015-4A Class A, 2.750% due 05/15/25	Non-agency asset-backed security	206,234	199,488
Carmax Auto Owner Trust, Series 2016-3 Class A-4, 1.600% due 01/18/22	Non-agency asset-backed security	129,978	127,427
Chase Issuance Trust, Series 2016-A5 Class A-5, 1.270% due 07/15/21	Non-agency asset-backed security	297,785	297,369
Citibank Credit Card Issuance Trust, Series 2014-A6 Class A-6, 2.150% due 07/15/21	Non-agency asset-backed security	300,421	296,772
CNH Equipment Trust, Series 2015-A Class A-4, 1.850% due 04/15/21	Non-agency asset-backed security	102,669	102,118
CNH Equipment Trust, Series 2016-B Class A-4, 1.970% due 11/15/21	Non-agency asset-backed security	303,544	301,364
Continental Airlines, Series 2012-2 Class A, 4.000% due 04/29/26	Non-agency asset-backed security	125,837	121,950
Discover Card Execution Note Trust, Series 2017-A2 Class A-2, 2.390% due 07/15/24	Non-agency asset-backed security	114,946	113,235
Ford Credit Floorplan Master Owner Trust, Series 2015-5 Class A, 2.390% due 08/15/22	Non-agency asset-backed security	318,395	312,297
GM Financial Automobile Leasing Trust, Series 2017-1 Class A-4, 2.260% due 08/20/20	Non-agency asset-backed security	154,983	154,134

(Continued)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(i)**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****AS OF DECEMBER 31, 2018**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
NON-AGENCY ASSET-BACKED SECURITIES (continued):			
Hawaiian Airlines Trust, Series 2013-1 Class A, 3.900% due 07/15/27	Non-agency asset-backed security	\$ 97,632	\$ 91,128
Mercedes-Benz Auto Lease Trust, Series 2016-B Class A-4, 1.520% due 06/15/22	Non-agency asset-backed security	104,991	104,813
Santander Drive Auto Receivables Trust, Series 2015-2 Class C, 2.440% due 04/15/21	Non-agency asset-backed security	56,147	54,503
Synchrony Credit Card Master Note Trust, Series 2015-1 Class A, 2.370% due 03/15/23	Non-agency asset-backed security	454,831	451,406
U.S. Airways Inc., Series 2012-2 Class A, 4.625% due 12/03/26	Non-agency asset-backed security	168,434	165,815
World Financial Network CCMT, Series 2016-A Class A, 2.030% due 04/15/25	Non-agency asset-backed security	390,319	384,679
Total non-agency asset-backed securities:		<u>4,148,795</u>	<u>4,089,822</u>
TOTAL INVESTMENTS		<u>\$ 151,324,253</u>	<u>\$ 164,081,030</u>

*A party-in-interest as defined by ERISA

(Concluded)

THE FIFTH THIRD BANCORP MASTER RETIREMENT PLAN

EIN: 31-0854434; PN: 007

SCHEDULE H, PART IV, LINE 4(j)**SCHEDULE OF REPORTABLE TRANSACTIONS****FOR THE YEAR ENDED DECEMBER 31, 2018**

<u>Identity of Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Expense Incurred</u>	<u>Cost of Asset</u>	<u>Net Gain Or (Loss)</u>
Federated Government Obligations Money Market Fund	Cash equivalents					
55 Purchases		\$ 7,678,870	-	-	7,678,870	-
25 Sales		-	14,596,623	-	14,596,623	-
Fifth Third Banksafe Trust Money Market Fund	Cash equivalents					
13 Purchases		\$ 27,481,267	-	-	27,481,267	-
7 Sales		-	1,982,157	-	1,982,157	-

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2018

Attained Age	Attained Years of Credited Service ¹										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	0	0	0	0	0	0	0	0
35-39	0	33	2	0	0	0	0	0	0	0	35
40-44	1	62	69	6	3	0	0	0	0	0	141
45-49	0	123	74	53	8	0	0	0	0	0	258
50-54	1	115	50	62	40	5	0	0	0	0	273
55-59	0	143	63	35	27	20	3	1	0	0	292
60-64	0	109	37	23	19	11	12	0	0	0	211
65-69	0	32	14	5	5	2	2	1	0	0	61
70 & over	0	7	4	1	1	0	0	0	0	0	13
Total	2	624	313	185	103	38	17	2	0	0	1,284

¹ Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis

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

Interest rates

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	3.92%	1.75%
■ Second segment rate	5.52%	3.76%
■ Third segment rate	6.29%	4.66%
■ Effective interest rate	5.67%	4.01%

Assumed cost of living adjustments None.

Plan-related expenses The amount assumed for plan-related expenses is the average of the actual amounts paid in the two prior years, rounded to the next \$1,000. The amount included this year for plan-related expenses is \$520,000.

Demographic Assumptions

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

Mortality For all participants: Separate rates for non-annuitants (based on RP-2014 "Employees" table without collar or amount adjustments adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2016) and annuitants (based on RP-2014 "Healthy Annuitants" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2016).

Retirement

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

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

Disability rates

None.

Future increases in maximum benefits and plan compensation limitations

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

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

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

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

- 3-segment rates as described in Interest Rates above
- IRS Notice 2017-60 mortality assumption

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

A flat rate of 7% at all ages.

Form of payment

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

Marriage

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

New or rehired employees

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

Plan compensation

Annualized January 1, 2018 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2018 rate of pay plus estimated bonus according to the following table:

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

Timing of benefit payments

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

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Methods

Valuation date	First day of plan year.
Funding target	Present value of accrued benefits.
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2017 plan year).</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years.</p>
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Willis Towers Watson has reviewed the plan provisions with Fifth Third and, based on that review, is not aware of any significant benefits required to be valued that were not.

Sources of Data and Other Information

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Assumptions Rationale – Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Expected return on plan assets	We understand that the expected return on assets assumption reflects the plan sponsor's estimate of future experience for trust asset returns, reflecting the plan's current asset allocation and any expected changes during the current plan year, current market conditions and the plan sponsor's expectations for future market conditions.

Assumptions Rationale - Significant Demographic Assumptions

Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Form of payment	The percentage of participants assumed to take lump sums is based on observed experience over the period 2010 to 2014.

Source of Prescribed Methods

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

Changes in Assumptions and Methods

Changes in assumptions and methods since last actuarial valuation	<ul style="list-style-type: none">■ The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2016 to September 2017 as required by IRC §430.■ The mortality table used to calculate the funding target and target normal cost was updated to reflect the new tables based on RP-2014 and subsequent Society of Actuaries studies, published by IRS in October 2017 in regulation §1.430(h)(3)-1, but the assumption remains based on IRS regulations with static projection.
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Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2018

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

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

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

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

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

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

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2018			
2 Assets:			
a Market value.....		2a	184,935,423
b Actuarial value.....		2b	172,467,626
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	1,052	53,849,830	53,849,830
b For terminated vested participants.....	2,285	56,602,310	56,602,310
c For active participants.....	1,284	34,880,455	35,297,548
d Total.....	4,621	145,332,595	145,749,688
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		4b	
5 Effective interest rate.....	5	5.67%	
6 Target normal cost.....	6	521,654	

Statement by Enrolled Actuary

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

SIGN HERE	KEVIN H. PRAY <i>KHP</i>	8/20/2019
	Signature of actuary	Date
KEVIN H. PRAY		1704836
Type or print name of actuary		Most recent enrollment number
WILLIS TOWERS WATSON US LLC		901-930-0000
Firm name		Telephone number (including area code)
3340 PLAYERS CLUB PARKWAY		
SUITE 200		
MEMPHIS TN 38125		
Address of the firm		

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

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

Schedule SB (Form 5500) 2018
v. 171027

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	42,016,590	22,630,338
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	629,887	0
9	Amount remaining (line 7 minus line 8)	41,386,703	22,630,338
10	Interest on line 9 using prior year's actual return of <u>17.16%</u>	7,101,958	3,883,366
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.89%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	19,134,490	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	29,354,171	26,513,704

Part III Funding Percentages			
14	Funding target attainment percentage	14	80.00%
15	Adjusted funding target attainment percentage	15	118.33%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	109.08%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(4) 4th
0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.92 %	2nd segment: 5.52 %	3rd segment: 6.29 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate	☐ Substitute
	Current regulation:	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	521,654	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....	34	521,654	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	521,654	0	521,654
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:				
a Schedule elected	☐ 2 plus 7 years	☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fifth Third Bank
EIN/PN	31-0854434 / 007
Plan Name	The Fifth Third Bancorp Master Retirement Plan
Valuation Date	January 1, 2018
Enrolled Actuary	Kevin H. Pray
Enrollment Number	17-04836

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2018

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

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.10	1,000,000	1.000000	0.100000	5.500000
56	0.10	900,000	0.900000	0.090000	5.040000
57	0.10	810,000	0.810000	0.081000	4.617000
58	0.10	729,000	0.729000	0.072900	4.228200
59	0.10	656,100	0.656100	0.065610	3.870990
60	0.10	590,490	0.590490	0.059049	3.542940
61	0.10	531,441	0.531441	0.053144	3.241790
62	0.15	478,297	0.478297	0.071745	4.448161
63	0.15	406,552	0.406552	0.060983	3.841920
64	0.25	345,570	0.345570	0.086392	5.529112
65	0.35	259,177	0.259177	0.090712	5.896280
66	0.35	168,465	0.168465	0.058963	3.891545
67	0.35	109,502	0.109502	0.038326	2.567830
68	0.35	71,177	0.071177	0.024912	1.694001
69	0.35	46,265	0.046265	0.016193	1.117293
70	1.00	30,072	0.030072	0.030072	2.105046
Average age at retirement					61.132108
Rounded for Schedule SB item 22					61

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis

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

Interest rates

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	3.92%	1.75%
■ Second segment rate	5.52%	3.76%
■ Third segment rate	6.29%	4.66%
■ Effective interest rate	5.67%	4.01%

Assumed cost of living adjustments None.

Plan-related expenses The amount assumed for plan-related expenses is the average of the actual amounts paid in the two prior years, rounded to the next \$1,000. The amount included this year for plan-related expenses is \$520,000.

Demographic Assumptions

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

Mortality For all participants: Separate rates for non-annuitants (based on RP-2014 "Employees" table without collar or amount adjustments adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2016) and annuitants (based on RP-2014 "Healthy Annuitants" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date January 1, 2018

SCHEDULE SB ATTACHMENTS

static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2016).

Retirement

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

Percentage retiring during the year	
Age Rates	Rates
55	10%
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63	15%
64	25%
65	35%
66	35%
67	35%
68	35%
69	35%
70	100%

Disability rates

None.

Future increases in maximum benefits and plan compensation limitations

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

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Lump sum conversion factors

For lump sums calculated using the PBGC interest rate:

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

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

- 3-segment rates as described in Interest Rates above
- IRS Notice 2017-60 mortality assumption

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

A flat rate of 7% at all ages.

Form of payment

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

Marriage

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

New or rehired employees

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

Plan compensation

Annualized January 1, 2018 rate of pay for those not eligible for a bonus. For those eligible for a bonus, annualized January 1, 2018 rate of pay plus estimated bonus according to the following table:

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

Timing of benefit payments

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

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Methods

Valuation date	First day of plan year.
Funding target	Present value of accrued benefits.
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2017 plan year).</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years.</p>
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Willis Towers Watson has reviewed the plan provisions with Fifth Third and, based on that review, is not aware of any significant benefits required to be valued that were not.

Sources of Data and Other Information

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Assumptions Rationale – Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Expected return on plan assets	We understand that the expected return on assets assumption reflects the plan sponsor's estimate of future experience for trust asset returns, reflecting the plan's current asset allocation and any expected changes during the current plan year, current market conditions and the plan sponsor's expectations for future market conditions.

Assumptions Rationale - Significant Demographic Assumptions

Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Form of payment	The percentage of participants assumed to take lump sums is based on observed experience over the period 2010 to 2014.

Source of Prescribed Methods

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

Changes in assumptions and methods since last actuarial valuation	<ul style="list-style-type: none">■ The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2016 to September 2017 as required by IRC §430.■ The mortality table used to calculate the funding target and target normal cost was updated to reflect the new tables based on RP-2014 and subsequent Society of Actuaries studies, published by IRS in October 2017 in regulation §1.430(h)(3)-1, but the assumption remains based on IRS regulations with static projection.
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Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25

Change in Method

The decrement timing used in the valuation was changed from beginning of year to rounded middle of year. Under rounded middle of year decrement timing, all decrements are assumed to occur at the middle of the year and eligibility for benefits, commencement and cessation of benefits, and other events are assumed to occur at the middle of the year. This change in funding method was made in accordance with a class ruling issued to Willis Towers Watson on March 18, 2019, and the effects of the change fall within the parameters of the class ruling.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions

Plan sponsor	Fifth Third
Plan	The Fifth Third Bancorp Master Retirement Plan
Plan Status	<p>Effective November 15, 1998, no further benefits shall accrue for any participant who is not a Grandfathered Employee. Grandfathered Employee means a participant who, as of December 31, 1998, is:</p> <ul style="list-style-type: none">■ An employee■ At least 50 years of age■ Has credit for at least 15 Vesting Years
Applicability of provisions	<p>The provisions summarized here are generally applicable to participants who originated with the Fifth Third Bank. Many subsequently acquired banks have provisions that are particular to that organization and that differ from the following. Details of those grandfathered plan provisions can be found in the various appendices to the Fifth Third MRP document.</p>
Effective date	Amended and restated effective January 1, 2015.
Plan year	The twelve-month period ending December 31.
Coverage and participation	<p>Employees who were participants in the prior plan on December 31, 2001 became participants in the Plan as of January 1, 2002.</p> <p>An employee whose employment commences after December 31, 1997 shall not become a participant in the plan.</p> <p>Other participants with accrued benefits from defined benefit plans of acquired employers may be merged into this plan from time to time.</p>

Definitions

Fifth Third service	Vesting Service as an employee of the Fifth Third Bank or any affiliate.
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Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Credited service	Years of Fifth Third Service as a participant. Employment before January 1, 1972 is not counted.
Vesting service	An employee is credited with one year of Vesting Year for each calendar year in which he has completed 1,000 or more hours of service.
Final average pay	The monthly average of the highest five consecutive rates of pay for the calendar years of compensation during the 10-year period ending on the earliest of termination, early retirement, or normal retirement dates.
Covered compensation	The 35-year average of Social Security Wage Bases, ending in the year Social Security retirement age is attained. The Wage Base is assumed to be constant from the year of termination to the Social Security retirement age.

Eligibility for Benefits

Normal Retirement	All participants on the first of the month coinciding with or next following attainment of age 65 and completion of at least five Vesting Years.
Early retirement	Any participant who retires on the first of the month on or next following attainment of age 55 and completion of five Vesting Years.
Postponed retirement	Any participant who retires on a date after his normal retirement date.
Deferred vested termination	All participants who terminate employment with five Vesting Years will be 100% vested.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

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

Benefits Paid Upon the Following Events

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

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

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

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

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

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

Postponed retirement

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

Deferred vested termination

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

Predecessor plan benefits

- Fifth Third Bank
Accrued Benefit under the Fifth Third Bank Pension Plan (including predecessor plans from The Lincoln National Bank, The Norwood-Hyde Park Bank and Trust Company, and The Citizens Bank of St. Bernard) as of January 1, 1955.
- Farmers Bank of West Union
Accrued Benefit under West Union Plan as of December 31, 1981.
- Fayette County Bank
Accrued benefit under the Fayette County Bank Employees Retirement Plan as of December 31, 1981.
- Fifth Third Bank of Kenton County
Accrued Benefit under Security Bank, Inc. Employee Pension Trust as of January 1, 1989.
- The Farmers and Merchants Bank
Greater of (a) or (b):
 - a) Accrued Benefit as of April 15, 1982 under Farmers and Merchants Plan
 - b) (1) – (2), times (3):
 - 1) 2.3% times Final Average Pay, times service (maximum 20)
 - 2) 72.9% times 1968 Social Security benefit
 - 3) Months of service to April 15, 1982 divided by months of service at Normal Retirement Date

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

- | | |
|--|--|
| ■ The People's National Bank of Wapakoneta | Actuarial Equivalent (using 7% interest and GA71F mortality) of the cash value on October 31, 1983 of policies held for employee under the plan. |
| ■ American National Bank | Accrued Benefit under the American National Bank Plan as of December 31, 1985. |
| ■ First Bank and Trust Company of Batesville | Accrued Benefit under the First Bank and Trust Company of Batesville Plan as of December 31, 1987. |
| ■ Fifth Third Bank of Kenton County | Accrued Benefit under the Fifth Third Bank of Kenton County Plan as of December 31, 1988. |
| ■ Citizens Heritage Bank of Piqua | Accrued Benefit under the Citizens Heritage Bank Plan of Piqua, Ohio as of December 31, 1988. |
| ■ The Fifth Third Bank of Toledo | Accrued Benefit under First Ohio Bancshares, Inc. Employees Pension Plan as of December 7, 1989. |
| ■ Fifth Third Bank of Palestine | Accrued Benefit under the New Palestine Bank Employees' Pension Plan as of December 31, 1989. |
| ■ The Citizens State Bank of Greenville | Accrued Benefit under the Citizens State Bank of Greenville Defined Benefit Pension Plan as of December 31, 1989. |
| ■ The National Bank and Trust Company of Paris | Accrued Benefit under the Bank's Retirement Plan as of January 1, 1990. |
| ■ Cumberland Federal Savings Bank | Accrued Benefit earned under FIRF as of September 1, 1994 enhanced from 2% accrual rate to 2.35% accrual rate. |
| ■ The Fifth Third Bank of Northeastern Ohio | Accrued Benefit under the Falls Financial, Inc. plan as of March 8, 1996. |
| ■ Kentucky Enterprise Bancorp, Inc. | Accrued Benefit under the Kentucky Enterprise plan as of September 30, 1996. |
| ■ Ohio Company | Accrued Benefit under the Ohio Company Pension Plan as of July 31, 1999. |
| ■ Citizen's Federal | Accrued Benefit under the Citizen's Federal Bank pension plan as of June 26, 1998. |

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

- | | |
|------------------|---|
| ■ CNB Bancshares | Accrued Benefit under the CNB Bancshares pension plan as of March 15, 2000. |
| ■ Old Kent | Accrued Benefit under the Old Kent pension plan as of December 31, 2001. |
| ■ Peoples Bank | Accrued Benefit under the Peoples Bank and Trust Company Employees' Pension Plan as of December 31, 2005. |

Other Plan Provisions

Forms of payment

- | | |
|------------------|--|
| ■ Normal form | Actuarially equivalent 50% joint and survivor annuity if married on date payments commence; life annuity if single |
| ■ Optional forms | Actuarially equivalent 100%, 75%, or 50% joint and survivor; life with 10 years certain annuity; lump sum. |

Actuarial equivalence	Actuarial equivalence is based on a 7% interest rate and 1971 Group Annuity Mortality Table (female rates only).
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Changes in Benefits Valued Since Prior Year

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2018

Attained Age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	Total
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	0	0	0	0	0	0	0	0
35-39	0	33	2	0	0	0	0	0	0	0	35
40-44	1	62	69	6	3	0	0	0	0	0	141
45-49	0	123	74	53	8	0	0	0	0	0	258
50-54	1	115	50	62	40	5	0	0	0	0	273
55-59	0	143	63	35	27	20	3	1	0	0	292
60-64	0	109	37	23	19	11	12	0	0	0	211
65-69	0	32	14	5	5	2	2	1	0	0	61
70 & over	0	7	4	1	1	0	0	0	0	0	13
Total	2	624	313	185	103	38	17	2	0	0	1,284

¹ Age and service for purposes of determining category are based on exact (not rounded) values.
Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2018

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

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.10	1,000,000	1.000000	0.100000	5.500000
56	0.10	900,000	0.900000	0.090000	5.040000
57	0.10	810,000	0.810000	0.081000	4.617000
58	0.10	729,000	0.729000	0.072900	4.228200
59	0.10	656,100	0.656100	0.065610	3.870990
60	0.10	590,490	0.590490	0.059049	3.542940
61	0.10	531,441	0.531441	0.053144	3.241790
62	0.15	478,297	0.478297	0.071745	4.448161
63	0.15	406,552	0.406552	0.060983	3.841920
64	0.25	345,570	0.345570	0.086392	5.529112
65	0.35	259,177	0.259177	0.090712	5.896280
66	0.35	168,465	0.168465	0.058963	3.891545
67	0.35	109,502	0.109502	0.038326	2.567830
68	0.35	71,177	0.071177	0.024912	1.694001
69	0.35	46,265	0.046265	0.016193	1.117293
70	1.00	30,072	0.030072	0.030072	2.105046
Average age at retirement					61.132108
Rounded for Schedule SB item 22					61

Plan Name: The Fifth Third Bancorp Master Retirement Plan
 EIN / PN: 31-0854434 / 007
 Plan Sponsor: Fifth Third Bank
 Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Fifth Third Bank
EIN/PN	31-0854434 / 007
Plan Name	The Fifth Third Bancorp Master Retirement Plan
Valuation Date	January 1, 2018
Enrolled Actuary	Kevin H. Pray
Enrollment Number	17-04836

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions

Plan sponsor	Fifth Third
Plan	The Fifth Third Bancorp Master Retirement Plan
Plan Status	<p>Effective November 15, 1998, no further benefits shall accrue for any participant who is not a Grandfathered Employee. Grandfathered Employee means a participant who, as of December 31, 1998, is:</p> <ul style="list-style-type: none">■ An employee■ At least 50 years of age■ Has credit for at least 15 Vesting Years
Applicability of provisions	<p>The provisions summarized here are generally applicable to participants who originated with the Fifth Third Bank. Many subsequently acquired banks have provisions that are particular to that organization and that differ from the following. Details of those grandfathered plan provisions can be found in the various appendices to the Fifth Third MRP document.</p>
Effective date	Amended and restated effective January 1, 2015.
Plan year	The twelve-month period ending December 31.
Coverage and participation	<p>Employees who were participants in the prior plan on December 31, 2001 became participants in the Plan as of January 1, 2002.</p> <p>An employee whose employment commences after December 31, 1997 shall not become a participant in the plan.</p> <p>Other participants with accrued benefits from defined benefit plans of acquired employers may be merged into this plan from time to time.</p>

Definitions

Fifth Third service	Vesting Service as an employee of the Fifth Third Bank or any affiliate.
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Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

Credited service	Years of Fifth Third Service as a participant. Employment before January 1, 1972 is not counted.
Vesting service	An employee is credited with one year of Vesting Year for each calendar year in which he has completed 1,000 or more hours of service.
Final average pay	The monthly average of the highest five consecutive rates of pay for the calendar years of compensation during the 10-year period ending on the earliest of termination, early retirement, or normal retirement dates.
Covered compensation	The 35-year average of Social Security Wage Bases, ending in the year Social Security retirement age is attained. The Wage Base is assumed to be constant from the year of termination to the Social Security retirement age.

Eligibility for Benefits

Normal Retirement	All participants on the first of the month coinciding with or next following attainment of age 65 and completion of at least five Vesting Years.
Early retirement	Any participant who retires on the first of the month on or next following attainment of age 55 and completion of five Vesting Years.
Postponed retirement	Any participant who retires on a date after his normal retirement date.
Deferred vested termination	All participants who terminate employment with five Vesting Years will be 100% vested.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

SCHEDULE SB ATTACHMENTS

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

Benefits Paid Upon the Following Events

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

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

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

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

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

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

Postponed retirement

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

Deferred vested termination

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

Predecessor plan benefits

- Fifth Third Bank
Accrued Benefit under the Fifth Third Bank Pension Plan (including predecessor plans from The Lincoln National Bank, The Norwood-Hyde Park Bank and Trust Company, and The Citizens Bank of St. Bernard) as of January 1, 1955.
- Farmers Bank of West Union
Accrued Benefit under West Union Plan as of December 31, 1981.
- Fayette County Bank
Accrued benefit under the Fayette County Bank Employees Retirement Plan as of December 31, 1981.
- Fifth Third Bank of Kenton County
Accrued Benefit under Security Bank, Inc. Employee Pension Trust as of January 1, 1989.
- The Farmers and Merchants Bank
Greater of (a) or (b):
 - a) Accrued Benefit as of April 15, 1982 under Farmers and Merchants Plan
 - b) (1) – (2), times (3):
 - 1) 2.3% times Final Average Pay, times service (maximum 20)
 - 2) 72.9% times 1968 Social Security benefit
 - 3) Months of service to April 15, 1982 divided by months of service at Normal Retirement Date

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date: January 1, 2018

SCHEDULE SB ATTACHMENTS

- The People's National Bank of Wapakoneta Actuarial Equivalent (using 7% interest and GA71F mortality) of the cash value on October 31, 1983 of policies held for employee under the plan.
- American National Bank Accrued Benefit under the American National Bank Plan as of December 31, 1985.
- First Bank and Trust Company of Batesville Accrued Benefit under the First Bank and Trust Company of Batesville Plan as of December 31, 1987.
- Fifth Third Bank of Kenton County Accrued Benefit under the Fifth Third Bank of Kenton County Plan as of December 31, 1988.
- Citizens Heritage Bank of Piqua Accrued Benefit under the Citizens Heritage Bank Plan of Piqua, Ohio as of December 31, 1988.
- The Fifth Third Bank of Toledo Accrued Benefit under First Ohio Bancshares, Inc. Employees Pension Plan as of December 7, 1989.
- Fifth Third Bank of Palestine Accrued Benefit under the New Palestine Bank Employees' Pension Plan as of December 31, 1989.
- The Citizens State Bank of Greenville Accrued Benefit under the Citizens State Bank of Greenville Defined Benefit Pension Plan as of December 31, 1989.
- The National Bank and Trust Company of Paris Accrued Benefit under the Bank's Retirement Plan as of January 1, 1990.
- Cumberland Federal Savings Bank Accrued Benefit earned under FIRF as of September 1, 1994 enhanced from 2% accrual rate to 2.35% accrual rate.
- The Fifth Third Bank of Northeastern Ohio Accrued Benefit under the Falls Financial, Inc. plan as of March 8, 1996.
- Kentucky Enterprise Bancorp, Inc. Accrued Benefit under the Kentucky Enterprise plan as of September 30, 1996.
- Ohio Company Accrued Benefit under the Ohio Company Pension Plan as of July 31, 1999.
- Citizen's Federal Accrued Benefit under the Citizen's Federal Bank pension plan as of June 26, 1998.

Plan Name: The Fifth Third Bancorp Master Retirement Plan
EIN / PN: 31-0854434 / 007
Plan Sponsor: Fifth Third Bank
Valuation Date January 1, 2018

SCHEDULE SB ATTACHMENTS

- | | |
|------------------|---|
| ■ CNB Bancshares | Accrued Benefit under the CNB Bancshares pension plan as of March 15, 2000. |
| ■ Old Kent | Accrued Benefit under the Old Kent pension plan as of December 31, 2001. |
| ■ Peoples Bank | Accrued Benefit under the Peoples Bank and Trust Company Employees' Pension Plan as of December 31, 2005. |

Other Plan Provisions

Forms of payment

- | | |
|------------------|--|
| ■ Normal form | Actuarially equivalent 50% joint and survivor annuity if married on date payments commence; life annuity if single |
| ■ Optional forms | Actuarially equivalent 100%, 75%, or 50% joint and survivor; life with 10 years certain annuity; lump sum. |

Actuarial equivalence	Actuarial equivalence is based on a 7% interest rate and 1971 Group Annuity Mortality Table (female rates only).
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Changes in Benefits Valued Since Prior Year

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

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018

Plan Name	The Fifth Third Bancorp Master Retirement Plan
Plan Sponsor EIN	31-0854434
ERISA Plan #	007
Plan Year Ending	12/31/2018

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25 Change in Method

The decrement timing used in the valuation was changed from beginning of year to rounded middle of year. Under rounded middle of year decrement timing, all decrements are assumed to occur at the middle of the year and eligibility for benefits, commencement and cessation of benefits, and other events are assumed to occur at the middle of the year. This change in funding method was made in accordance with a class ruling issued to Willis Towers Watson on March 18, 2019, and the effects of the change fall within the parameters of the class ruling.

Plan Name:	The Fifth Third Bancorp Master Retirement Plan
EIN / PN:	31-0854434 / 007
Plan Sponsor:	Fifth Third Bank
Valuation Date	January 1, 2018