

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2019 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</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>MB FINANCIAL, INC. 401 (K) PROFIT SHARING 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>010</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>010</u>	1c Effective date of plan <u>01/01/2002</u>	
1b Three-digit plan number (PN) ▶	<u>010</u>				
1c Effective date of plan <u>01/01/2002</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FIFTH THIRD BANCORP</u> <u>38 FOUNTAIN SQUARE PLAZA</u> <u>MD 10GA5A</u> <u>CINCINNATI, OH 45263</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0854434</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>513-534-4137</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>522110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0854434</u>	2c Plan Sponsor's telephone number <u>513-534-4137</u>	2d Business code (see instructions) <u>522110</u>	
2b Employer Identification Number (EIN) <u>31-0854434</u>					
2c Plan Sponsor's telephone number <u>513-534-4137</u>					
2d Business code (see instructions) <u>522110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/30/2020	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 (2019)
v. 190130

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
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 MB FINANCIAL, INC. c Plan Name MB FINANCIAL, INC. 401(K) PROFIT SHARING PLAN	4b EIN 36-4460265 4d PN 001
5 Total number of participants at the beginning of the plan year	5 4032
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) 2686 6a(2) 1536 6b 58 6c 1515 6d 3109 6e 3 6f 3112 6g 3102 6h 256
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

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)** ☐ **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 2019 Form M-1 annual report. If the plan was not required to file the 2019 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan MB FINANCIAL, INC. 401 (K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	010
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
THE VANGUARD GROUP, INC.
23-1945930

(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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 37 52	NONE	331331	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

ABEL NOSER, LLC

81-2351666

(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?
71	NONE	4444	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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>MB FINANCIAL, INC. 401 (K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>010</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>FIFTH THIRD BANCORP</u>	D Employer Identification Number (EIN) <u>31-0854434</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VFTC RETIREMENT SAVINGS TRUST III</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>38-7041744-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE:		
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
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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
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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
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan MB FINANCIAL, INC. 401 (K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	010
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		
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	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	86783880
(2) Participant contributions.....		1b(2)	
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property).....		1c(6)	
(7) Loans (other than to participants)		1c(7)	
(8) Participant loans.....		1c(8)	57193000
(9) Value of interest in common/collective trusts		1c(9)	278137380
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts		1c(11)	
(12) Value of interest in 103-12 investment entities.....		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	3439843280
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other.....		1c(15)	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	10969438	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	397165192	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	397165192	0
---	-----------	-----------	---

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)	10690233	
(B) Participants	2a(1)(B)	16487278	
(C) Others (including rollovers)	2a(1)(C)	1023005	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		28200516
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	249404	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		249404
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	9734548	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9734548
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	12953876	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	11351376	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1602500
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		734516
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		70781559
c Other income	2c		51904
d Total income. Add all income amounts in column (b) and enter total	2d		111354947

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	110633721	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	5464	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		110639185
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	324661	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		324661
j Total expenses. Add all expense amounts in column (b) and enter total	2j		110963846

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		391101
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		397556293

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) ☐ Unmodified (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: RSM US LLP

(2) EIN: 42-0714325

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.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		20000000
4e	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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?		X	
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?		X	
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.)		X	
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
4m	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		
4n	X		

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)
THE FIFTH THIRD BANCORP 401(K) SAVINGS PLAN	31-0854434	001

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan MB FINANCIAL, INC. 401 (K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ▶ 010
C Plan sponsor's name as shown on line 2a of Form 5500 FIFTH THIRD BANCORP		D Employer Identification Number (EIN) 31-0854434
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1
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): 23-2186884		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
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) 2019 v. 190130		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

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

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

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

a Enter the number of employers who withdrew during the preceding plan year

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16a**16b**

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

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

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

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

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

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

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

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

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

- a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

- b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

MB Financial, Inc.

401(k) Profit Sharing Plan

Financial Statements

As of January 1, 2020 and December 31, 2019 and 2018,
and for the period ended January 1, 2020 and
the year ended December 31, 2019

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Independent Auditor's Report

To the Participants and Audit Committee
MB Financial, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of MB Financial, Inc. 401(k) Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of January 1, 2020, December 31, 2019 and 2018, the related statements of changes in net assets available for benefits for the period ended January 1, 2020 and year ended December 31, 2019, 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.

Auditor's Responsibility for 2020 Financial Statements

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 2020 financial statements.

Auditor's Responsibility for the 2019 and 2018 Financial Statements

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 on the 2019 and 2018 Financial Statements

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 3, which was certified or provided by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2019 and 2018, and for the year ended December 31, 2019, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2019 and 2018 Financial Statements

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.

Opinion on the 2020 Financial Statements

In our opinion, the financial statements referred to above of the Plan as of January 1, 2020, and for the period then ended, present fairly, in all material respects, the net assets available for benefits of the Plan as of January 1, 2020, and the changes in net assets available for benefits for the period then ended, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter – Plan Merger

As discussed in Note 1 to the financial statements, the Plan Committee voted on February 11, 2019, to merge the Plan with Fifth Third Bancorp 401(k) Savings Plan effective January 1, 2020. All net assets were transferred out of the Plan effective January 1, 2020. Our disclaimer of opinion has not been modified with respect to this matter.

Emphasis of Matter – Partial Plan Termination

As discussed in Note 1 to the financial statements, in 2018, the Company terminated certain employee positions due to its pending merger with Fifth Third Bancorp, which resulted in a partial plan termination. Our disclaimer of opinion is not modified with respect to this matter.

Report on Form and Content of the Financial Statements in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified or provided 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.

RSM US LLP

Chicago, Illinois
September 10, 2020

MB Financial, Inc.
401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits
January 1, 2020 and December 31, 2019 and 2018

	<u>January 1, 2020</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets			
Due from broker	\$ —	\$ 388,772,279	\$ —
Investments at fair value:			
Shares of registered investment companies	—	—	343,984,328
Common/collective trust	—	—	27,813,738
MB Financial, Inc. common stock	—	—	10,969,438
	<u>—</u>	<u>—</u>	<u>382,767,504</u>
Receivables:			
Company contributions, net of forfeitures	—	4,901,175	8,678,388
Notes receivable from participants	—	3,882,839	5,719,300
	<u>—</u>	<u>8,784,014</u>	<u>14,397,688</u>
Total assets	<u>—</u>	<u>397,556,293</u>	<u>397,165,192</u>
Liabilities	<u>—</u>	<u>—</u>	<u>—</u>
Net assets available for benefits	<u>\$ —</u>	<u>\$ 397,556,293</u>	<u>\$ 397,165,192</u>

See Notes to Financial Statements.

MB Financial, Inc.
401(k) Profit Sharing Plan

Statements of Changes in Net Assets Available for Benefits
For the Period Ended January 1, 2020 and
Year Ended December 31, 2019

	January 1, 2020	December 31, 2019
Additions:		
Investment income:		
Net appreciation in fair value of investments	\$ —	\$ 72,384,059
Dividends and interest	—	10,469,064
Net investment income	—	82,853,123
Interest income on notes receivable from participants		249,404
Contributions:		
Participants	—	16,487,278
Company	—	10,690,233
Rollovers	—	1,023,005
Total contributions	—	28,200,516
Other income	—	51,904
Total additions	—	111,354,947
Deductions:		
Benefits paid	—	110,633,721
Administrative expenses	—	324,661
Other expenses	—	5,464
Total deductions	—	110,963,846
Net increase in net assets available for benefits prior to transfer	—	391,101
Transfer to the Fifth Third Bancorp 401(k) Savings Plan (see Note 1)	(397,556,293)	—
Net (decrease) increase in net asset available for benefits	(397,556,293)	391,101
Net assets available for benefits:		
Beginning of period/year	397,556,293	397,165,192
End of period/year	\$ —	\$ 397,556,293

See Notes to Financial Statements.

MB Financial, Inc.
401(k) Profit Sharing Plan

Notes to Financial Statements
As of January 1, 2020 and December 31, 2019 and 2018,
and for the period ended January 1, 2020 and
the year ended December 31, 2019

Note 1. Plan Description

The following description of the MB Financial, Inc. 401(k) Profit Sharing Plan (the "Plan"), provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General:

The Plan was a defined contribution plan covering all eligible full-time and part-time employees of MB Financial, Inc. (the "Company") and certain of its subsidiaries. Employees were eligible upon completion of three months of service and entered the Plan effective as of the first day of the month following meeting eligibility. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Plan merger:

On May 20, 2018, Fifth Third Bancorp, an Ohio corporation ("Fifth Third"), and its wholly-owned subsidiary, Fifth Third Financial Corporation, an Ohio corporation, entered into an Agreement and Plan of Merger (the "Merger Agreement") with the Company. The Merger Agreement provided that upon the terms and subject to the conditions set forth therein, the Company would merge with a subsidiary of Fifth Third. The merger was completed effective March 22, 2019. No change to benefits occurred as a result of the merger. Each share of MB Financial, Inc. common stock held in the Plan was converted into the right to receive (i) 1.45 shares of Fifth Third common stock, and (ii) \$5.54 in cash.

On December 29, 2019, the Fifth Third Bancorp Pension, 401(k) and Medical Plan Committee, serving as the Plan Administrator, adopted a resolution, effective January 1, 2020, to merge the Plan with Fifth Third Bancorp 401(k) Savings Plan. On December 31, 2019, Participant investments were liquidated, resulting in a Due from Broker as an unsettled transaction on the Statement of Net Assets Available for Benefits as of December 31, 2019. On January 1, 2020, Participant funds were automatically rolled into the Fifth Third Bancorp 401(k) Savings Plan, resulting in a transfer from the Plan of \$397,556,293, which has been disclosed as such on the Statement of Changes in Net Assets Available for Benefits for the period ended January 1, 2020. Existing MB Financial, Inc. employees who became Fifth Third employees were eligible to participate in the Fifth Third Bancorp 401(k) Savings Plan on January 1, 2020. Additionally, historic vesting schedules for unvested Participant balances from the Plan were retained and Participants with unvested balances continue to vest in those balances based upon service with Fifth Third Bancorp. For purposes of this Plan, all participant service with the Company is considered vesting service with Fifth Third Bancorp. The Plan's merger also ceased employee and company contributions into the Plan and ceased new participant notes receivable from the Plan.

Partial plan termination:

In 2018, the Company terminated certain employee positions due to its pending merger with Fifth Third Bancorp, which resulted in a partial plan termination. This affected approximately 24% of Plan participants. Prior to the finalization of the partial plan termination, 411 participants had taken withdrawals. As a result, during 2019, those individuals were reinstated as fully vested in their accounts and paid out using Plan forfeitures in the amount of \$796,286. All other participants affected by the partial plan termination became fully vested in their accounts prior to distributions being taken.

Participant accounts:

Each participant's account was credited with the participant's contributions, the Company's matching contributions, and an allocation of (a) Plan earnings and (b) the Company's profit sharing contributions. Allocations were based on participant earnings or account balances, as defined. Each participant's account was charged an administrative expense. The administrative expense structure was based on a fixed fee. The benefit to which a participant was entitled was the benefit that can be provided from the participant's vested account.

Contributions:

The Company contributed to the Plan from current or accumulated profits. In 2019, the Company contributed on behalf of each participant a matching contribution equal to 100% of each participant's deferral contribution up to the first 1% of the participant's eligible compensation and 50% of each participant's deferral contribution for the next 5% of the participant's eligible compensation, along with a profit sharing contribution of approximately 3.25% of eligible compensation. Company matching contributions were required by the Plan, while profit sharing contributions were discretionary.

Each participant could make tax-deferred contributions of up to 75% of his or her compensation, as defined in the Plan. Participants could also make Roth contributions as allowed by the Plan. Participants could make rollover contributions to the Plan from prior employer plans. Contributions were subject to certain limitations. The Plan allowed for automatic enrollment once a participant was eligible to make contributions to the Plan unless the participant elected not to contribute to the Plan. The automatic contribution percentage started at 4% and increased 1% annually up to 7%. In addition, if a participant elected to contribute to the Plan, the participant's contribution election percentage increased 1% annually up to 7%. Both participant and Company contributions were subject to statutory limitations.

Vesting:

Participants are immediately vested in their contributions. Vesting in the Company matching contributions plus actual earnings thereon, if any, occurred after two years of credited service. Vesting in the Company's profit sharing contribution portion of their accounts plus actual earnings thereon, if any, is based on years of service, as defined. A participant is 100% vested in the Company's profit sharing contributions after six years of credited service, with 20% annual vesting starting after completion of two years of credited service.

Investment options:

Prior to the Plan's merger, upon enrollment in the Plan, participants could direct their contributions, the Company's matching contributions, and the Company's profit sharing contributions in a variety of investment options as more fully described in the Plan's literature. Participants could change their investment options at any time. Participants were subject to the Company's insider trading restrictions when making changes to investments in MB Financial, Inc. common stock (Fifth Third Bancorp common stock effective March 22, 2019). Refer to Note 4 for additional information on related party transactions.

Notes receivable from participants:

Prior to the Plan's merger, participants could borrow from their accounts, generally up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. Loan terms ranged from one to five years or up to 15 years for the purchase of a primary residence. The loans were collateralized by the balance in the participant's account. The interest rate was the Prime Rate as received by Vanguard from Reuters plus 1% at the time of loan origination. The procedure for determining the loan interest rate was subject to change at the discretion of the Plan Administrator. Principal and interest payments were required to be paid not less than quarterly. Effective December 26, 2019 through January 1, 2020 (the "blackout period"), the Plan ceased new participant notes receivable from the Plan.

Payment of benefits:

Upon retirement, a participant could elect to receive either a lump-sum amount equal to the value of his or her account, or installment payments. Upon termination, a participant could elect to receive a lump-sum amount or direct rollover into another plan equal to the vested value of his or her account or a split distribution between these two options or maintain the funds in the Plan. Additionally, the Plan allowed for hardship withdrawals under specific situations outlined in the Plan document. In the case of a qualifying hardship withdrawal, the Administrator, at the election of the Participant, would direct the trustee to distribute to any participant in any one plan year up to the lesser of 100% of the vested balance of any account of the participant, or the amount necessary to satisfy the immediate and heavy financial need of the participant or a beneficiary of the participant.

Benefits were recorded when paid.

Forfeitures:

Forfeited non-vested accounts were used to reduce the contribution of the Company in the year in which such forfeitures occur and reinstate previously forfeited account balances for participants who left and later returned to the Company. For the year ended December 31, 2019, Company contributions, accrued for by the Plan and transferred to the Fifth Third Savings Plan, were reduced by \$1,190,466 from forfeited non-vested accounts. These contributions were remitted to the Fifth Third Savings Plan in March 2020. For the year ended December 31, 2019, there were no forfeited non-vested accounts used to reinstate previously forfeited account balances for participants who left and later returned to the Company.

Trustee and Recordkeeper (prior to Plan merger):

Prior to the Plan's merger, the Plan custodian, recordkeeper and trustee was Vanguard Fiduciary Trust Company (Vanguard).

Note 2. 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.

Use of estimates:

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition:

The Plan's investments are stated at fair value. Fair value is 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. See Note 5 for discussion of fair value measurements.

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

Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment

securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. Effective December 26, 2019, the Plan ceased new participant notes receivable from the Plan.

Recently issued accounting pronouncements:

In August 2018, the FASB issued Accounting Standards Update ("ASU") No. 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework—Changes to Disclosure Requirements for Fair Value Measurement, which modifies the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. ASU 2018-13 is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The adoption of ASU 2018-13 will not have a material impact on the financial statements.

Subsequent event:

The Plan Administrator has evaluated subsequent events through September 10, 2020, the date the financial statements were available to be issued, to determine if either recognition or disclosure of significant events or transactions is required. Except for the disclosures in Note 1, there were no events requiring recognition or disclosure.

Note 3. Information Certified or Provided by Vanguard

The following is a summary of the Plan's asset and income information as of December 31, 2019 and 2018, and for the year ended December 31, 2019, included throughout the Plan's financial statements, that was prepared by or derived from information certified or provided by Vanguard and furnished to the Plan Administrator. Vanguard was the trustee for the Plan. The Plan Administrator has obtained certifications from Vanguard that the information provided to the Plan Administrator by Vanguard related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements related to the following assets, at fair value:

	December 31, 2019	December 31, 2018
Shares of registered investment companies	\$ —	\$ 343,984,328
Common/collective trust	—	27,813,738
MB Financial, Inc. common stock	—	10,969,438
	<u>\$ —</u>	<u>\$ 382,767,504</u>

Vanguard also certified the completeness and accuracy of \$72,384,059 of net appreciation in fair value of investments and \$10,469,064 of dividends and interest for the year ended December 31, 2019.

Note 4. Related-Party Transactions

The Company provides certain administrative services to the Plan and is not reimbursed. Certain other administrative expenses are paid by the Company. These expenses are not material to the financial statements.

As previously stated, the Company merged with a subsidiary of Fifth Third effective March 22, 2019. As a result of the merger, all holdings of Company common stock were converted to Fifth Third Bancorp common stock upon the effective date of the merger. Additionally, pursuant to the Fifth Amendment to the Fifth Third Bancorp 401(k) Savings Plan, on September 20, 2019, the Plan sold all remaining shares of Fifth Third Bancorp common stock and invested proceeds into the Plan's Qualified Default Investment Alternative for each impacted participant account. As a result, as of December 31, 2019, the Plan held no shares of Fifth Third Bancorp common stock. There were no dividends received from shares of the Company's common stock for the year ended December 31, 2019. Total dividends received from shares of the Fifth Third Bancorp common stock were \$175,196 during the year ended December 31, 2019. Dividends received were reinvested into the Plan's Qualified Default Investment Alternative for impacted participants.

The Plan held 276,796 shares of MB Financial, Inc. common stock with a cost of \$7,318,530 and a fair value of \$10,969,438 at December 31, 2018. This investment represented 2.87% of total investments at December 31, 2018.

The Plan invested in certain registered investment companies and a common/collective trust managed by Vanguard. Vanguard was the trustee and custodian of the Plan's assets and therefore these transactions qualify as party-in-interest transactions. There were no fees paid to Vanguard for the period ended January 1, 2020. Total fees paid to Vanguard amounted to \$324,661 for the year ended December 31, 2019.

Note 5. Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures* establishes a framework for measuring fair value as it relates to financial assets and liabilities and to nonfinancial assets and liabilities measured at fair value on a recurring basis. That framework provides a three-level valuation hierarchy based upon observable and unobservable inputs, with preference given to observable inputs. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- Level 1 Observable inputs such as quoted prices for identical assets or liabilities;
- Level 2 Observable inputs such as (i) quoted prices for similar assets or liabilities in active markets; (ii) quoted prices for identical or similar assets or liabilities in markets that are not active and do not require significant adjustment based on unobservable inputs; or (iii) valuations based on pricing models, discounted cash flow methodologies or similar techniques where significant inputs (e.g. interest rates, yield curves, etc.) are derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3 Unobservable inputs, including valuations based on pricing models, discounted cash flow methodologies or similar techniques where at least one significant model assumption or input is unobservable. Unobservable inputs are used to the extent that observable inputs are not available and reflect the Plan's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities. Unobservable inputs are based on the best information available in the circumstances, which might include the Plan's own data.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered Investment Companies: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/Collective Trust: Valued at the NAV per unit held by the Plan at year end as quoted and published by the fund. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities, and is the basis for current transactions. Participant transactions may occur daily.

MB Financial, Inc. Common Stock: Valued at the closing price reported on the NASDAQ Stock Market.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Changes in Fair Value Levels:

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2018, there were no transfers in or out of Levels 1, 2, or 3.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Shares of registered investment companies	\$ 343,984,328	\$ —	\$ —	\$ 343,984,328
Common/collective trust	27,813,738	—	—	27,813,738
MB Financial, Inc. common stock	10,969,438	—	—	10,969,438
	<u>\$ 382,767,504</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 382,767,504</u>

Note 6. Income Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated November 9, 2017, that the Plan is qualified and the trust established under the Plan is exempt under the appropriate sections of the Internal Revenue Code ("IRC"). The Plan Administrator believes that the Plan was designed and operated in compliance with applicable provisions of the IRC. The Plan had been amended subsequent to the most recent amendment indicated in the determination letter. The Plan Administrator believes the Plan operated in a manner that did not jeopardize this tax status.

U.S. GAAP requires 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, state or local taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 7. Reconciliation of Differences Between These Financial Statements and the Financial Information Required on Form 5500

The following is a reconciliation of the differences between these financial statements and the financial information shown on Form 5500:

	<u>January 1, 2020</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Net assets available for benefits per the financial statements	\$ —	\$ 397,556,293	\$ 397,165,192
Decrease in net assets available for benefits due to transfer to the Fifth Third Bancorp 401(k) Savings Plan	—	(397,556,293)	—
Increase in investments related to reclassification from notes receivable to investments	—	—	5,719,300
Decrease in receivables related to reclassification from notes receivable to investments	—	—	(5,719,300)
Net assets available for benefits per the Form 5500	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 397,165,192</u>
Changes in net assets available for benefits per the financial statements	\$ —	\$ 391,101	
Increase in investment income related to reclassification from notes receivable to investments	—	249,404	
Decrease in interest income related to reclassification from notes receivable	—	(249,404)	
Changes in net assets available for benefits per the Form 5500	<u>\$ —</u>	<u>\$ 391,101</u>	
Transfer of plan assets per the financial statements	\$ 397,556,293	\$ —	
(Decrease) increase in transfer of plan assets due to transfer to the Fifth Third Bancorp 401(k) Savings Plan	<u>(397,556,293)</u>	<u>397,556,293</u>	
Transfer of plan assets per the Form 5500	<u>\$ —</u>	<u>\$ 397,556,293</u>	

Reconciliations between the financial statements and the Form 5500 are required because the financial statements are prepared on the accrual basis of accounting, whereas the Form 5500 is prepared on the modified cash basis of accounting.

MB Financial, Inc.

401(k) Profit Sharing Plan

Financial Statements

As of January 1, 2020 and December 31, 2019 and 2018,
and for the period ended January 1, 2020 and
the year ended December 31, 2019

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Independent Auditor's Report

To the Participants and Audit Committee
MB Financial, Inc. 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of MB Financial, Inc. 401(k) Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of January 1, 2020, December 31, 2019 and 2018, the related statements of changes in net assets available for benefits for the period ended January 1, 2020 and year ended December 31, 2019, 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.

Auditor's Responsibility for 2020 Financial Statements

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 2020 financial statements.

Auditor's Responsibility for the 2019 and 2018 Financial Statements

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 on the 2019 and 2018 Financial Statements

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 3, which was certified or provided by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2019 and 2018, and for the year ended December 31, 2019, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2019 and 2018 Financial Statements

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.

Opinion on the 2020 Financial Statements

In our opinion, the financial statements referred to above of the Plan as of January 1, 2020, and for the period then ended, present fairly, in all material respects, the net assets available for benefits of the Plan as of January 1, 2020, and the changes in net assets available for benefits for the period then ended, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter – Plan Merger

As discussed in Note 1 to the financial statements, the Plan Committee voted on February 11, 2019, to merge the Plan with Fifth Third Bancorp 401(k) Savings Plan effective January 1, 2020. All net assets were transferred out of the Plan effective January 1, 2020. Our disclaimer of opinion has not been modified with respect to this matter.

Emphasis of Matter – Partial Plan Termination

As discussed in Note 1 to the financial statements, in 2018, the Company terminated certain employee positions due to its pending merger with Fifth Third Bancorp, which resulted in a partial plan termination. Our disclaimer of opinion is not modified with respect to this matter.

Report on Form and Content of the Financial Statements in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified or provided 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.

RSM US LLP

Chicago, Illinois
September 10, 2020

MB Financial, Inc.
401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits
January 1, 2020 and December 31, 2019 and 2018

	<u>January 1, 2020</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Assets			
Due from broker	\$ —	\$ 388,772,279	\$ —
Investments at fair value:			
Shares of registered investment companies	—	—	343,984,328
Common/collective trust	—	—	27,813,738
MB Financial, Inc. common stock	—	—	10,969,438
	<u>—</u>	<u>—</u>	<u>382,767,504</u>
Receivables:			
Company contributions, net of forfeitures	—	4,901,175	8,678,388
Notes receivable from participants	—	3,882,839	5,719,300
	<u>—</u>	<u>8,784,014</u>	<u>14,397,688</u>
Total assets	<u>—</u>	<u>397,556,293</u>	<u>397,165,192</u>
Liabilities	<u>—</u>	<u>—</u>	<u>—</u>
Net assets available for benefits	<u>\$ —</u>	<u>\$ 397,556,293</u>	<u>\$ 397,165,192</u>

See Notes to Financial Statements.

MB Financial, Inc.
401(k) Profit Sharing Plan

Statements of Changes in Net Assets Available for Benefits
For the Period Ended January 1, 2020 and
Year Ended December 31, 2019

	January 1, 2020	December 31, 2019
Additions:		
Investment income:		
Net appreciation in fair value of investments	\$ —	\$ 72,384,059
Dividends and interest	—	10,469,064
Net investment income	—	82,853,123
Interest income on notes receivable from participants		249,404
Contributions:		
Participants	—	16,487,278
Company	—	10,690,233
Rollovers	—	1,023,005
Total contributions	—	28,200,516
Other income	—	51,904
Total additions	—	111,354,947
Deductions:		
Benefits paid	—	110,633,721
Administrative expenses	—	324,661
Other expenses	—	5,464
Total deductions	—	110,963,846
Net increase in net assets available for benefits prior to transfer	—	391,101
Transfer to the Fifth Third Bancorp 401(k) Savings Plan (see Note 1)	(397,556,293)	—
Net (decrease) increase in net asset available for benefits	(397,556,293)	391,101
Net assets available for benefits:		
Beginning of period/year	397,556,293	397,165,192
End of period/year	\$ —	\$ 397,556,293

See Notes to Financial Statements.

MB Financial, Inc.
401(k) Profit Sharing Plan

Notes to Financial Statements
As of January 1, 2020 and December 31, 2019 and 2018,
and for the period ended January 1, 2020 and
the year ended December 31, 2019

Note 1. Plan Description

The following description of the MB Financial, Inc. 401(k) Profit Sharing Plan (the "Plan"), provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General:

The Plan was a defined contribution plan covering all eligible full-time and part-time employees of MB Financial, Inc. (the "Company") and certain of its subsidiaries. Employees were eligible upon completion of three months of service and entered the Plan effective as of the first day of the month following meeting eligibility. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Plan merger:

On May 20, 2018, Fifth Third Bancorp, an Ohio corporation ("Fifth Third"), and its wholly-owned subsidiary, Fifth Third Financial Corporation, an Ohio corporation, entered into an Agreement and Plan of Merger (the "Merger Agreement") with the Company. The Merger Agreement provided that upon the terms and subject to the conditions set forth therein, the Company would merge with a subsidiary of Fifth Third. The merger was completed effective March 22, 2019. No change to benefits occurred as a result of the merger. Each share of MB Financial, Inc. common stock held in the Plan was converted into the right to receive (i) 1.45 shares of Fifth Third common stock, and (ii) \$5.54 in cash.

On December 29, 2019, the Fifth Third Bancorp Pension, 401(k) and Medical Plan Committee, serving as the Plan Administrator, adopted a resolution, effective January 1, 2020, to merge the Plan with Fifth Third Bancorp 401(k) Savings Plan. On December 31, 2019, Participant investments were liquidated, resulting in a Due from Broker as an unsettled transaction on the Statement of Net Assets Available for Benefits as of December 31, 2019. On January 1, 2020, Participant funds were automatically rolled into the Fifth Third Bancorp 401(k) Savings Plan, resulting in a transfer from the Plan of \$397,556,293, which has been disclosed as such on the Statement of Changes in Net Assets Available for Benefits for the period ended January 1, 2020. Existing MB Financial, Inc. employees who became Fifth Third employees were eligible to participate in the Fifth Third Bancorp 401(k) Savings Plan on January 1, 2020. Additionally, historic vesting schedules for unvested Participant balances from the Plan were retained and Participants with unvested balances continue to vest in those balances based upon service with Fifth Third Bancorp. For purposes of this Plan, all participant service with the Company is considered vesting service with Fifth Third Bancorp. The Plan's merger also ceased employee and company contributions into the Plan and ceased new participant notes receivable from the Plan.

Partial plan termination:

In 2018, the Company terminated certain employee positions due to its pending merger with Fifth Third Bancorp, which resulted in a partial plan termination. This affected approximately 24% of Plan participants. Prior to the finalization of the partial plan termination, 411 participants had taken withdrawals. As a result, during 2019, those individuals were reinstated as fully vested in their accounts and paid out using Plan forfeitures in the amount of \$796,286. All other participants affected by the partial plan termination became fully vested in their accounts prior to distributions being taken.

Participant accounts:

Each participant's account was credited with the participant's contributions, the Company's matching contributions, and an allocation of (a) Plan earnings and (b) the Company's profit sharing contributions. Allocations were based on participant earnings or account balances, as defined. Each participant's account was charged an administrative expense. The administrative expense structure was based on a fixed fee. The benefit to which a participant was entitled was the benefit that can be provided from the participant's vested account.

Contributions:

The Company contributed to the Plan from current or accumulated profits. In 2019, the Company contributed on behalf of each participant a matching contribution equal to 100% of each participant's deferral contribution up to the first 1% of the participant's eligible compensation and 50% of each participant's deferral contribution for the next 5% of the participant's eligible compensation, along with a profit sharing contribution of approximately 3.25% of eligible compensation. Company matching contributions were required by the Plan, while profit sharing contributions were discretionary.

Each participant could make tax-deferred contributions of up to 75% of his or her compensation, as defined in the Plan. Participants could also make Roth contributions as allowed by the Plan. Participants could make rollover contributions to the Plan from prior employer plans. Contributions were subject to certain limitations. The Plan allowed for automatic enrollment once a participant was eligible to make contributions to the Plan unless the participant elected not to contribute to the Plan. The automatic contribution percentage started at 4% and increased 1% annually up to 7%. In addition, if a participant elected to contribute to the Plan, the participant's contribution election percentage increased 1% annually up to 7%. Both participant and Company contributions were subject to statutory limitations.

Vesting:

Participants are immediately vested in their contributions. Vesting in the Company matching contributions plus actual earnings thereon, if any, occurred after two years of credited service. Vesting in the Company's profit sharing contribution portion of their accounts plus actual earnings thereon, if any, is based on years of service, as defined. A participant is 100% vested in the Company's profit sharing contributions after six years of credited service, with 20% annual vesting starting after completion of two years of credited service.

Investment options:

Prior to the Plan's merger, upon enrollment in the Plan, participants could direct their contributions, the Company's matching contributions, and the Company's profit sharing contributions in a variety of investment options as more fully described in the Plan's literature. Participants could change their investment options at any time. Participants were subject to the Company's insider trading restrictions when making changes to investments in MB Financial, Inc. common stock (Fifth Third Bancorp common stock effective March 22, 2019). Refer to Note 4 for additional information on related party transactions.

Notes receivable from participants:

Prior to the Plan's merger, participants could borrow from their accounts, generally up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. Loan terms ranged from one to five years or up to 15 years for the purchase of a primary residence. The loans were collateralized by the balance in the participant's account. The interest rate was the Prime Rate as received by Vanguard from Reuters plus 1% at the time of loan origination. The procedure for determining the loan interest rate was subject to change at the discretion of the Plan Administrator. Principal and interest payments were required to be paid not less than quarterly. Effective December 26, 2019 through January 1, 2020 (the "blackout period"), the Plan ceased new participant notes receivable from the Plan.

Payment of benefits:

Upon retirement, a participant could elect to receive either a lump-sum amount equal to the value of his or her account, or installment payments. Upon termination, a participant could elect to receive a lump-sum amount or direct rollover into another plan equal to the vested value of his or her account or a split distribution between these two options or maintain the funds in the Plan. Additionally, the Plan allowed for hardship withdrawals under specific situations outlined in the Plan document. In the case of a qualifying hardship withdrawal, the Administrator, at the election of the Participant, would direct the trustee to distribute to any participant in any one plan year up to the lesser of 100% of the vested balance of any account of the participant, or the amount necessary to satisfy the immediate and heavy financial need of the participant or a beneficiary of the participant.

Benefits were recorded when paid.

Forfeitures:

Forfeited non-vested accounts were used to reduce the contribution of the Company in the year in which such forfeitures occur and reinstate previously forfeited account balances for participants who left and later returned to the Company. For the year ended December 31, 2019, Company contributions, accrued for by the Plan and transferred to the Fifth Third Savings Plan, were reduced by \$1,190,466 from forfeited non-vested accounts. These contributions were remitted to the Fifth Third Savings Plan in March 2020. For the year ended December 31, 2019, there were no forfeited non-vested accounts used to reinstate previously forfeited account balances for participants who left and later returned to the Company.

Trustee and Recordkeeper (prior to Plan merger):

Prior to the Plan's merger, the Plan custodian, recordkeeper and trustee was Vanguard Fiduciary Trust Company (Vanguard).

Note 2. 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.

Use of estimates:

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition:

The Plan's investments are stated at fair value. Fair value is 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. See Note 5 for discussion of fair value measurements.

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

Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment

securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. Effective December 26, 2019, the Plan ceased new participant notes receivable from the Plan.

Recently issued accounting pronouncements:

In August 2018, the FASB issued Accounting Standards Update ("ASU") No. 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework—Changes to Disclosure Requirements for Fair Value Measurement, which modifies the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. ASU 2018-13 is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The adoption of ASU 2018-13 will not have a material impact on the financial statements.

Subsequent event:

The Plan Administrator has evaluated subsequent events through September 10, 2020, the date the financial statements were available to be issued, to determine if either recognition or disclosure of significant events or transactions is required. Except for the disclosures in Note 1, there were no events requiring recognition or disclosure.

Note 3. Information Certified or Provided by Vanguard

The following is a summary of the Plan's asset and income information as of December 31, 2019 and 2018, and for the year ended December 31, 2019, included throughout the Plan's financial statements, that was prepared by or derived from information certified or provided by Vanguard and furnished to the Plan Administrator. Vanguard was the trustee for the Plan. The Plan Administrator has obtained certifications from Vanguard that the information provided to the Plan Administrator by Vanguard related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements related to the following assets, at fair value:

	December 31, 2019	December 31, 2018
Shares of registered investment companies	\$ —	\$ 343,984,328
Common/collective trust	—	27,813,738
MB Financial, Inc. common stock	—	10,969,438
	<u>\$ —</u>	<u>\$ 382,767,504</u>

Vanguard also certified the completeness and accuracy of \$72,384,059 of net appreciation in fair value of investments and \$10,469,064 of dividends and interest for the year ended December 31, 2019.

Note 4. Related-Party Transactions

The Company provides certain administrative services to the Plan and is not reimbursed. Certain other administrative expenses are paid by the Company. These expenses are not material to the financial statements.

As previously stated, the Company merged with a subsidiary of Fifth Third effective March 22, 2019. As a result of the merger, all holdings of Company common stock were converted to Fifth Third Bancorp common stock upon the effective date of the merger. Additionally, pursuant to the Fifth Amendment to the Fifth Third Bancorp 401(k) Savings Plan, on September 20, 2019, the Plan sold all remaining shares of Fifth Third Bancorp common stock and invested proceeds into the Plan's Qualified Default Investment Alternative for each impacted participant account. As a result, as of December 31, 2019, the Plan held no shares of Fifth Third Bancorp common stock. There were no dividends received from shares of the Company's common stock for the year ended December 31, 2019. Total dividends received from shares of the Fifth Third Bancorp common stock were \$175,196 during the year ended December 31, 2019. Dividends received were reinvested into the Plan's Qualified Default Investment Alternative for impacted participants.

The Plan held 276,796 shares of MB Financial, Inc. common stock with a cost of \$7,318,530 and a fair value of \$10,969,438 at December 31, 2018. This investment represented 2.87% of total investments at December 31, 2018.

The Plan invested in certain registered investment companies and a common/collective trust managed by Vanguard. Vanguard was the trustee and custodian of the Plan's assets and therefore these transactions qualify as party-in-interest transactions. There were no fees paid to Vanguard for the period ended January 1, 2020. Total fees paid to Vanguard amounted to \$324,661 for the year ended December 31, 2019.

Note 5. Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures* establishes a framework for measuring fair value as it relates to financial assets and liabilities and to nonfinancial assets and liabilities measured at fair value on a recurring basis. That framework provides a three-level valuation hierarchy based upon observable and unobservable inputs, with preference given to observable inputs. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- Level 1 Observable inputs such as quoted prices for identical assets or liabilities;
- Level 2 Observable inputs such as (i) quoted prices for similar assets or liabilities in active markets; (ii) quoted prices for identical or similar assets or liabilities in markets that are not active and do not require significant adjustment based on unobservable inputs; or (iii) valuations based on pricing models, discounted cash flow methodologies or similar techniques where significant inputs (e.g. interest rates, yield curves, etc.) are derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3 Unobservable inputs, including valuations based on pricing models, discounted cash flow methodologies or similar techniques where at least one significant model assumption or input is unobservable. Unobservable inputs are used to the extent that observable inputs are not available and reflect the Plan's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities. Unobservable inputs are based on the best information available in the circumstances, which might include the Plan's own data.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered Investment Companies: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/Collective Trust: Valued at the NAV per unit held by the Plan at year end as quoted and published by the fund. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities, and is the basis for current transactions. Participant transactions may occur daily.

MB Financial, Inc. Common Stock: Valued at the closing price reported on the NASDAQ Stock Market.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Changes in Fair Value Levels:

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2018, there were no transfers in or out of Levels 1, 2, or 3.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Shares of registered investment companies	\$ 343,984,328	\$ —	\$ —	\$ 343,984,328
Common/collective trust	27,813,738	—	—	27,813,738
MB Financial, Inc. common stock	10,969,438	—	—	10,969,438
	<u>\$ 382,767,504</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 382,767,504</u>

Note 6. Income Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated November 9, 2017, that the Plan is qualified and the trust established under the Plan is exempt under the appropriate sections of the Internal Revenue Code ("IRC"). The Plan Administrator believes that the Plan was designed and operated in compliance with applicable provisions of the IRC. The Plan had been amended subsequent to the most recent amendment indicated in the determination letter. The Plan Administrator believes the Plan operated in a manner that did not jeopardize this tax status.

U.S. GAAP requires 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, state or local taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 7. Reconciliation of Differences Between These Financial Statements and the Financial Information Required on Form 5500

The following is a reconciliation of the differences between these financial statements and the financial information shown on Form 5500:

	<u>January 1, 2020</u>	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Net assets available for benefits per the financial statements	\$ —	\$ 397,556,293	\$ 397,165,192
Decrease in net assets available for benefits due to transfer to the Fifth Third Bancorp 401(k) Savings Plan	—	(397,556,293)	—
Increase in investments related to reclassification from notes receivable to investments	—	—	5,719,300
Decrease in receivables related to reclassification from notes receivable to investments	—	—	(5,719,300)
Net assets available for benefits per the Form 5500	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 397,165,192</u>
Changes in net assets available for benefits per the financial statements	\$ —	\$ 391,101	
Increase in investment income related to reclassification from notes receivable to investments	—	249,404	
Decrease in interest income related to reclassification from notes receivable	—	(249,404)	
Changes in net assets available for benefits per the Form 5500	<u>\$ —</u>	<u>\$ 391,101</u>	
Transfer of plan assets per the financial statements	\$ 397,556,293	\$ —	
(Decrease) increase in transfer of plan assets due to transfer to the Fifth Third Bancorp 401(k) Savings Plan	(397,556,293)	397,556,293	
Transfer of plan assets per the Form 5500	<u>\$ —</u>	<u>\$ 397,556,293</u>	

Reconciliations between the financial statements and the Form 5500 are required because the financial statements are prepared on the accrual basis of accounting, whereas the Form 5500 is prepared on the modified cash basis of accounting.
