



FIFTH THIRD

Stock Ownership and Retention Policy for Executives and Directors

Owner: Executive Compensation

Date: February 2026

General Purpose: To align the long-term interests of senior executives (“Executives”) and non-employee directors (“Directors”) with those of the Company’s shareholders and to help mitigate potential risk-taking behaviors.

Policy

The following minimum ownership levels apply to executives based on their assigned salary band:

Executives:

Executive Level	Multiple of Base Salary
CEO (Pay Band A)	6x
Section 16 Enterprise Executives (Pay Band B)	3x
Other Section 16 Officers (Pay Band C)	2x

The value of shares owned will be calculated based upon NASDAQ’s average closing price for a share of the Company’s common stock for the previous thirty calendar days.

Directors:

Directors are required to maintain a share ownership level equal to at least six times (6x) their annual cash retainer amount, not including fees payable for committee service.

The value of shares owned will be calculated based upon NASDAQ’s average closing price for a share of the Company’s common stock for the previous thirty calendar days.

Timing

Executives:

Executives do not have a timeline for achieving minimum ownership levels but must retain shares in accordance with the requirements provided below.

Once the minimum ownership level is achieved, individuals must continue to hold the required amount. Charitable donations are excluded, and sales due to hardship may be permitted with approval from the HCCC or the CEO, as the delegate of the HCCC.

Incremental Ownership Requirements for Executives:

Executives designated as Section 16 officers must retain 50% of the net, after-tax shares from each vesting or exercise event until the minimum ownership guideline is met.

It is expected that share ownership continues to increase over time, even after the minimum guideline has been met.

Directors:

Directors have up to five years from the date of appointment to achieve the minimum share ownership levels highlighted above.

What Shares Count Toward Satisfying the Stock Ownership Requirements

Executives:

Ownership will include directly owned and vested shares owned individually and by immediate family members (as defined by SEC rules and regulations), and shares held in the employee stock purchase plan.

Ownership does not include unvested restricted stock units, stock options, stock appreciation rights and/or performance shares.

Please note that all shares obtained from awards made under any one of Fifth Third's Incentive Compensation Plans apply to this requirement, regardless of when an individual becomes an Executive or a Section 16 officer.

Directors:

Ownership will include directly owned and vested shares owned individually and by immediate family members (as defined by SEC rules and regulations), and restricted stock not yet vested.

Periodic Reviews: Ownership is generally reviewed with the Human Capital and Compensation Committee of the Fifth Third Bancorp Board of Directors on an annual basis during its June meeting.

Key Terms: "Executive" for this policy purpose is Section 16 Salary Band A, B and C.

Version #	Author	Origination or Revision Date	Reason for Change
1	Carmen Arszman	3/16/2018	This policy has existed for quite some time and HCCC of the Board reviews and approves each year. The purpose of this document is to create an official policy to place in the policy center
2	Carmen Arszman	12/1/2018	Updated the requirement for BOD to multiple 6x annual cash retainer and added clarification language.
3	Carmen Arszman	4/23/2019	Reviewed updates and approved by HC Policy Council
4	Scott Burnside	4/13/2020	Annual review. No recommended changes.

5	Scott Burnside	6/16/2020	Removed shares held in 401k and nonqualified deferred compensation plan from shares that count towards stock ownership requirements.
6	Scott Burnside	3/10/2021	Annual review. No recommended changes.
7	Scott Burnside	6/14/2021	Updated eligibility to align with current Band structure. Changed holding requirement to 75% of net shares from LTI vestings before guidelines are met and 25% of net shares until two times guidelines are met.
8	Matt Yost	April 2022	Annual review. No recommended changes.
9	Matt Yost	April 2023	Annual review. No recommended changes.
10	Amela Prewitt	April 2024	Annual review. No material changes.
11	Amela Prewitt	June 2025	Annual review. No material changes.
12	Amela Prewitt	December 2025	Update to share ownership definition to eliminate counting of unvested shares in share ownership for Executives. No change to Directors.
13	Amela Prewitt	February 2026	Clarifying updates on retention requirement

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Document Approved by:	Chris Sonneman

Review Cycle (check one)

Quarterly	<input type="checkbox"/>
Semi-Annual	<input type="checkbox"/>
Annual	<input checked="" type="checkbox"/>

Change Type (check one)

New	<input type="checkbox"/>
Update	<input checked="" type="checkbox"/>
Minor Change	<input type="checkbox"/>

FOR ADMINISTRATION ONLY:

Approval Level		Approval Date(s)
Department Manager	<input checked="" type="checkbox"/>	4/25/2023
Divisional/Department Committee	<input checked="" type="checkbox"/>	
Enterprise Committee	<input type="checkbox"/>	
Risk/Compliance Committee	<input type="checkbox"/>	
Bancorp Board	<input checked="" type="checkbox"/>	