

**CHARTER
OF THE
EXECUTIVE JOINT COMMITTEE
OF THE
BOARDS OF DIRECTORS
OF FIFTH THIRD BANCORP
AND OF FIFTH THIRD BANK, NATIONAL ASSOCIATION**

I. AUTHORITY AND MEMBERSHIP

The Executive Joint Committee (the "Committee") shall be a joint committee of the Boards of Directors (collectively, the "Board of Directors") of Fifth Third Bancorp, an Ohio corporation (the "Corporation"), and Fifth Third Bank, National Association, a national banking corporation (the "Bank").

A. Appointment and Removal

The members of the Committee are appointed annually and as vacancies or newly created positions occur by the Boards of Directors of the Corporation and the Bank on the recommendation of the Nominating and Corporate Governance Joint Committee of the Corporation.

The members shall serve until their successors are duly elected by the Boards of Directors of the Corporation and the Bank or until their earlier death, resignation or removal. Members of the Committee may be removed by the Boards of Directors of the Corporation and the Bank at any time.

B. Constitution of the Committee

The Committee shall be comprised of three or more directors of the Corporation. At least three members of the Committee must be directors of the Bank.

C. Committee Leadership

The Chair of the Committee (the "Committee Chair") shall be appointed by the Board of Directors of the Corporation and shall preside at all meetings of the Committee at which he/she is present. In the absence of the Committee Chair, the Committee Chair may appoint one of the members of the Committee to preside at the meeting or one of the members present shall be chosen by the members of the Committee present to preside at the meeting.

D. Quorum

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. In the absence of a quorum, a majority of the members of the Committee present may adjourn any meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given other than by announcement at the meeting that it is being adjourned.

E. Authority Vested in the Committee

The Committee has the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain independent legal, accounting or other advisors, without consulting or obtaining the approval of any officer of the Corporation or the Bank in advance. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Corporation and/or the Bank to provide the Committee with the support of one or more Corporation and/or Bank employees to assist it in carrying out its duties. The Corporation and/or the Bank shall provide for appropriate funding, as determined solely by the Committee, for payment of compensation to any advisors employed by the Committee. The Committee may request any officer or employee of the Corporation and/or the Bank or the Corporation's outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee.

II. PURPOSE OF THE COMMITTEE

The Committee's primary purpose is to exercise, during the intervals between the meetings of the Board of Directors, all the powers of the Board of Directors of the Corporation and the Bank in the management of the business, properties and affairs of the Corporation and the Bank that may be permissibly exercised by a committee thereof.

III. RESPONSIBILITIES OF THE COMMITTEE

A. Charter Review

- Periodically review and reassess the adequacy of this Charter and recommend to the Board of Directors any proposed changes to this Charter; and
- Publicly disclose this Charter and any such amendments at the times and in the manner required by the United States Securities and Exchange Commission (the "SEC") and/or any other regulatory body or stock exchange having authority over the Corporation, and in all events post such charter and amendments to the Corporation's website.

B. Exercise Power of Board of Directors

The Committee shall have and may exercise, during the intervals between the meetings of the Board of Directors, all the powers of the Board of Directors in the management of the business, properties and affairs of the Corporation and the Bank, including authority to take all action provided in the Corporation's Code of Regulations to be taken by the Board of Directors; provided, however, that the foregoing is subject to the applicable provisions of law and shall not be construed as authorizing action by the Committee with respect to:

- Filling vacancies in the Board of Directors;
- Filling vacancies in any committee of the Board of Directors (including this Committee);

- Appointing committees of the Board of Directors;
- Designation of the Corporation's Chief Executive Officer;
- Removal of officers of the Corporation and/or the Bank;
- Removal of members of any committee of the Board of Directors (including this Committee);
- Declaration of any dividend;
- Exercising any authority granted to any other committee of the Board of Directors;
- Taking any action which, under any applicable securities, tax, banking or other laws, rules or regulations or requirements applicable to Nasdaq National Market issuers or such other exchange or system upon which the Corporation's securities are listed, quoted and/or traded, may only be taken by a committee of directors meeting certain qualifications (such as "independence") if the Committee members do not meet those qualifications;
- Taking any action reserved to the shareholders of the Corporation; or
- Taking any action not permitted to be taken by a committee of the Board of Directors by law, the Corporation's or the Bank's Articles of Incorporation, the Corporation's Code of Regulations or the Corporation's Corporate Governance Guidelines.

C. General

- Meet as frequently as the Committee or the Committee Chair deems necessary, with further actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee. No actions of the Committee may be taken by vote by proxy.
- As members, attend all meetings of the Committee, except in exigent circumstances.
- As appropriate, meet separately without management or with particular members of management only in executive session.
- As appropriate, hold separate session as either a committee of the Corporation or a committee of the Bank if necessary to address issues that are relevant to one entity but not the other or to consider transactions or other matters where the Corporation and the Bank may have different interests.
- Report to the full Board of Directors on the Committee's activities, if any, at each meeting of the Board of Directors of the Corporation and the Bank.

- Maintain minutes or other records of the Committee's meetings and activities.
- Form and delegate authority to subcommittees or members when appropriate.
- As deemed appropriate, review the performance of the Committee.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Corporation and/or the Bank whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board of Directors of the Corporation and/or the Bank as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.