

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1 Issuer's name</b> Fifth Third Bancorp		<b>2 Issuer's employer identification number (EIN)</b> 31-0854434	
<b>3 Name of contact for additional information</b> James Eglseder	<b>4 Telephone No. of contact</b> (513) 534-8424	<b>5 Email address of contact</b> Jim.Eglseder@53.com	
<b>6 Number and street (or P.O. box if mail is not delivered to street address) of contact</b> MD 1090QB, 38 Fountain Square Plaza		<b>7 City, town, or post office, state, and Zip code of contact</b> Cincinnati, OH 45263	
<b>8 Date of action</b> July 01, 2013		<b>9 Classification and description</b> Depository shares representing 8.50% Non-Cumulative Perpetual Convertible Preferred, Series G	
<b>10 CUSIP number</b> 316773 209	<b>11 Serial number(s)</b> N/A	<b>12 Ticker symbol</b> FITBP	<b>13 Account number(s)</b> N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On July 01, 2013, Fifth Third Bancorp ("Fifth Third") converted each outstanding share of 8.50% Non-Cumulative Perpetual Convertible Preferred Stock, Series G ("Series G Preferred Stock"), represented by depository shares each representing 1/250th of a share of Series G Preferred Stock ("Depository Shares"), into shares of Fifth Third's common stock, no par value ("Common Stock"). In accordance with Fifth Third's Amended Articles of Incorporation, as amended, each share of Series G Preferred Stock was converted into 2,159.8272 shares of Common Stock. Accordingly, each Depository Share was converted into 8.6393 shares of Common Stock. No fractional shares of Common Stock were issued in connection with the conversion, and Fifth Third paid cash in lieu of fractional shares based upon the closing price for a share of Common Stock on July 01, 2013.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A holder's tax basis in each share of Common Stock issued upon the Series G conversion equals the holder's tax basis in his/her Depository Shares held immediately prior to the conversion divided by the aggregate number of common shares into which the Depository Shares convert. For example, if immediately prior to the Series G conversion a holder owns five Depository Shares, each of which has a tax basis of \$100.00, the five Depository Shares will convert into 43.1965 shares of Common Stock (5 x 8.6393). The holder's tax basis in each of these shares of Common Stock will be \$11.575 (\$500/43.1965). The holder's tax basis in the .1965 fractional share will be \$2.275 (\$11.575 x .1965). If a holder has purchased more than one block of Depository Shares at different prices, the holder will have a different basis in each block of Depository Shares. The basis in each block must be calculated separately.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The conversion rate (the rate at which shares of Series G Preferred Stock, represented by Depository Shares, were converted into shares of Common Stock) was determined in accordance with the terms and conditions set forth in Fifth Third's Amended Articles of Incorporation, as amended.

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The applicable Internal Revenue Code sections to the Series G conversion are (i) 354(a)(1) (regarding an exchange of stock in certain reorganizations); (ii) 368(a)(1)(E) (regarding a recapitalization); (iii) 358 (regarding basis to distributee); (iv) 302(a) (regarding distributions in redemption of stock); and (v) 1223 (regarding holding period of property).

**18** Can any resulting loss be recognized? ▶ To the extent holders receive shares of Common Stock in the Series G conversion, the holders will not recognize a gain or loss for U.S. federal income tax purposes. Cash received in lieu of fractional shares of Common Stock will be treated as a payment in a taxable exchange, and a holder will recognize a gain or loss on the receipt of such cash in an amount equal to the difference between the amount of cash received and the amount of adjusted tax basis allocable to the fractional share of Common Stock. If the holder held the Depositary Shares as a capital asset, the capital gain or loss recognized will be short-term or long-term depending upon the length of time the holder held the Depositary Share. The characterization of the gain or loss, as ordinary or capital, will depend on the holder's circumstances. Please consult your tax adviser for more information.

To illustrate, if a holder owns five Depositary Shares as a capital asset, such holder will receive cash in the amount of \$3.537 in lieu of receiving a .1965 fractional share upon the Series G conversion, assuming a July 01, 2013 closing price of \$18.00 per share of Common Stock. If the holder held the Depositary Shares for more than one year, the holder will recognize a long-term capital gain of \$1.262 (\$3.537 - \$2.275 basis in fractional share).

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is the calendar year ending December 31, 2013. The information presented herein represents Fifth Third's understanding of existing U.S. federal income tax law and regulations and does not constitute tax advice. The information does not purport to be complete or to describe tax consequences that may apply to particular categories of shareholders. Fifth Third does not provide tax advice to its shareholders. However, to ensure compliance with requirements imposed by the IRS, Fifth Third informs you that any U.S. tax advice contained herein is not intended or written to be used, and cannot be used, for purposes of (i) avoiding penalties under the Internal Revenue Code of 1986, as amended, or (ii) promoting, marketing or recommending any transaction or matter discussed herein.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature ▶ Tayfun Tuzun Date ▶ July 1, 2013  
 Print your name ▶ Tayfun Tuzun Title ▶ Senior Vice President and Treasurer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <u>Matthew B. Lake</u>	Preparer's signature <u>Matthew B. Lake</u>	Date <u>7/1/2013</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P01507348</u>
	Firm's name ▶ <u>Graydon Head &amp; Ritchey LLP</u>			Firm's EIN ▶ <u>31-0565234</u>	
	Firm's address ▶ <u>511 Walnut St., Ste. 1900, Cinti., OH 45202</u>			Phone no. <u>(513) 621-6464</u>	