

# STOCK OWNERSHIP AND RETENTION GUIDELINES

Fifth Third has established stock ownership and retention guidelines for its executives. The following guidelines apply to executives based on their assigned salary band:

<b>Executive Band</b>	<b>Stock Ownership Guideline Multiple of Base Salary</b>
<b>A</b>	<b>6x</b>
<b>B1/B2/B3</b>	<b>3x</b>
<b>B4</b>	<b>2x</b>
<b>Section 16 C</b>	<b>2x</b>

- Participants are required to retain 50% of the net after tax shares received from stock option exercises, stock appreciation rights, and restricted stock until the ownership guidelines are met. In addition, Section 16 officers are required to retain 100% of net after-tax shares for 1 year following exercise or vesting as the case may be.
- Ownership will include shares owned individually and by immediate family members, restricted stock not yet vested, shares held in the 401(k) plan, shares held in the employee stock purchase plan and shares held in the nonqualified deferred compensation plan.
- Executives have up to five years to achieve the share ownership requirements highlighted above.
- Non employee directors and Section 16 executive officers are prohibited from engaging in speculative trading or hedging strategies with respect to Fifth Third Bancorp securities. Any hedged shares are excluded from the calculation of Executive Officers' ownership levels when analyzing progress towards meeting the stock ownership guidelines.
- Executive Bands:
  - Band A includes the Chief Executive Officer
  - Band B generally includes Bancorp Executive Vice Presidents and Affiliate Presidents
  - Section 16 Band C includes other executives as assigned based on responsibility and market analysis

- Fifth Third has established stock ownership and retention guidelines for its directors of shares having a value equal to at least \$250,000.