



**Basel III Pillar 3 Regulatory Capital  
Disclosure Report  
March 31, 2015**



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### FORWARD-LOOKING STATEMENTS

This report contains statements that we believe are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. They usually can be identified by the use of forward-looking language such as “will likely result,” “may,” “are expected to,” “is anticipated,” “estimate,” “forecast,” “projected,” “intends to,” or may include other similar words or phrases such as “believes,” “plans,” “trend,” “objective,” “continue,” “remain,” or similar expressions, or future or conditional verbs such as “will,” “would,” “should,” “could,” “might,” “can,” or similar verbs. When considering these forward-looking statements, you should keep in mind these risks and uncertainties, as well as any cautionary statements we may make. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to us.

There are a number of important factors that could cause future results to differ materially from historical performance and these forward-looking statements. Factors that might cause such a difference include, but are not limited to: (1) general economic conditions and weakening in the economy, specifically the real estate market, either nationally or in the states in which Fifth Third, one or more acquired entities and/or the combined company do business, are less favorable than expected; (2) deteriorating credit quality; (3) political developments, wars or other hostilities may disrupt or increase volatility in securities markets or other economic conditions; (4) changes in the interest rate environment reduce interest margins; (5) prepayment speeds, loan origination and sale volumes, charge-offs and loan loss provisions; (6) Fifth Third’s ability to maintain required capital levels and adequate sources of funding and liquidity; (7) maintaining capital requirements and adequate sources of funding and liquidity may limit Fifth Third’s operations and potential growth; (8) changes and trends in capital markets; (9) problems encountered by larger or similar financial institutions may adversely affect the banking industry and/or Fifth Third; (10) competitive pressures among depository institutions increase significantly; (11) effects of critical accounting policies and judgments; (12) changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board (FASB) or other regulatory agencies; (13) legislative or regulatory changes or actions, or significant litigation, adversely affect Fifth Third, one or more acquired entities and/or the combined company or the businesses in which Fifth Third, one or more acquired entities and/or the combined company are engaged, including the Dodd-Frank Wall Street Reform and Consumer Protection Act; (14) ability to maintain favorable ratings from rating agencies; (15) fluctuation of Fifth Third’s stock price; (16) ability to attract and retain key personnel; (17) ability to receive dividends from its subsidiaries; (18) potentially dilutive effect of future acquisitions on current shareholders’ ownership of Fifth Third; (19) effects of accounting or financial results of one or more acquired entities; (20) difficulties from Fifth Third’s investment in, relationship with, and nature of the operations of Vantiv, LLC; (21) loss of income from any sale or potential sale of businesses that could have an adverse effect on Fifth Third’s earnings and future growth; (22) ability to secure confidential information and deliver products and services through the use of computer systems and telecommunications networks; and (23) the impact of reputational risk created by these developments on such matters as business generation and retention, funding and liquidity.

You should refer to our periodic and current reports filed with the Securities and Exchange Commission, or “SEC” for further information or other factors, which could cause actual results to be significantly different from those expressed or implied by these forward-looking statements.

## **Fifth Third Bancorp**

### **Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015**

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#### **INTRODUCTION**

Fifth Third Bancorp (the “Bancorp” or “Fifth Third”) is a diversified financial services company headquartered in Cincinnati, Ohio. At March 31, 2015, the Bancorp had \$140.5 billion in assets, \$103.4 billion in deposits and \$15.9 billion in shareholders’ equity. The Board of Governors of the Federal Reserve System (Federal Reserve Board) is the primary regulator of the Bancorp, a financial holding company. The Bancorp’s principal bank subsidiary is Fifth Third Bank (the “Bank”), a state-chartered bank with banking centers in the U.S. along with foreign bank branches located in Toronto, Canada and the Cayman Islands. Fifth Third Bank’s primary subsidiaries include Fifth Third Mortgage Company, which is an issuer of mortgages to consumers in certain geographic locales; Fifth Third Securities, which provides retail brokerage services and broker dealer services; and Clear Arc Capital, Inc., which provides asset management services. The Bancorp’s primary nonbank subsidiaries include Fifth Third Community Development Corporation, which invests in projects to create affordable housing, revitalize business and residential areas, and preserve historic landmarks, as well as Fifth Third Reinsurance Company, Ltd, which provides property casualty insurance on credit related consumer loans. The Bancorp also has an approximate 23% interest in Vantiv Holding, LLC, a payment processing company.

The Bancorp’s basis of consolidation for both financial and regulatory accounting purposes is in accordance with U.S. GAAP. The Bancorp’s Consolidated Financial Statements include the accounts of the Bancorp and its majority-owned subsidiaries and variable interest entities (VIEs) in which the Bancorp has been determined to be the primary beneficiary. Other entities, including certain joint ventures, in which the Bancorp has the ability to exercise significant influence over operating and financial policies of the investee, but upon which the Bancorp does not possess control, are accounted for by the equity method of accounting and not consolidated. The investments in those entities in which the Bancorp does not have the ability to exercise significant influence are generally carried at the lower of cost or fair value. Intercompany transactions and balances have been eliminated.

Section 121 of the Gramm-Leach-Bliley Act allows national banks and insured state banks to establish entities known as financial subsidiaries. One of the statutory requirements for establishing a financial subsidiary is that a national bank or insured state bank must deduct any investment in a financial subsidiary from the bank’s assets and tangible equity in calculating the regulatory capital ratios. Therefore, under the Basel III regulatory capital rules, a bank must deduct the aggregate amount of its outstanding equity investment in a financial subsidiary, including the retained earnings of the subsidiary, from its common equity tier 1 capital. In addition, the assets and liabilities of the subsidiary may not be consolidated with those of the parent bank for regulatory capital purposes. Therefore, in the calculation of the capital ratios for Fifth Third Bank, the equity investment in Fifth Third Securities (FTS) has been deducted from capital and FTS’ assets are not included in the assets subject to risk-weighting.

#### **Basel III Overview**

In December of 2010 and revised in June of 2011, the Basel Committee on Banking Supervision issued Basel III, a global regulatory framework, to enhance international capital standards. Basel III is designed to materially improve the quality of regulatory capital and introduces a new minimum common equity requirement. Basel III also raises the minimum capital requirements and introduces capital conservation and countercyclical buffers to induce banking organizations to hold capital in excess of regulatory minimums.

In July of 2013, U.S. banking regulators approved the final enhanced regulatory capital rules, which implemented Basel III in the U.S. The rules substantially revise the risk-based capital requirements applicable to bank holding companies and their depository institution subsidiaries as compared to the previous U.S. risk-based capital and leverage ratio rules, and thereby implement certain provisions of the Dodd-Frank Act.

Basel III has three components (Pillars) including minimum capital requirements, a supervisory review process and market discipline:

*Pillar 1 – Minimum capital requirements:* Establishes the rules by which regulatory capital can be calculated, including defining eligible capital instruments and calculating risk-weighted assets.

*Pillar 2 – Supervisory review process:* Addresses bank wide governance and risk management, in addition to requiring banks to have an Internal Capital Adequacy Assessment Process.

*Pillar 3 – Market discipline:* Establishes regulatory disclosure requirements, which are designed to allow market participants to assess the risk and capital profiles of banks.

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Bank holding companies, such as the Bancorp, with total assets greater than \$50 billion, but less than \$250 billion were required to develop the systems, processes and controls to report capital ratios under the Basel III Standardized Approach, effective January 1, 2015. Certain of the requirements of Basel III are subject to phase-in periods extending through the end of 2021. The amounts in this report represent the Bancorp's regulatory capital and risk-weighted assets (RWA) based upon the transition capital provisions.

#### **Basel III Reporting**

The Basel III Pillar 3 Regulatory Capital Disclosure Report (Basel III Report) provides the Bancorp's disclosures regarding its capital structure, capital adequacy, risk exposures, and RWA as required by the Basel III Pillar 3 provisions. The required disclosures apply to the Bancorp, with the exception that each depository subsidiary must also disclose capital ratios.

The Basel III Report should be read in conjunction with the Bancorp's filings with the U.S. Securities and Exchange Commission (SEC) – Annual Report on Form 10-K for the year ended December 31, 2014 (2014 Form 10-K), Quarterly Report on Form 10-Q for the period ended March 31, 2015 (2015 Form 10-Q) and the Consolidated Financial Statements for Holding Companies - FR Y-9C (FR Y-9C) for the period ended March 31, 2015. The Basel III Report has not been audited by the Bancorp's external auditors. The Basel III Disclosure Index (see Appendix A) specifies where all required disclosures are referenced.

#### **Capital in the Bancorp's Subsidiaries**

The aggregate amount of surplus capital in the Bancorp's insurance subsidiaries was \$63 million at March 31, 2015. Additionally, as of March 31, 2015, the Bancorp did not have any subsidiaries whose regulatory capital was less than the minimum total capital requirement.

#### **Restrictions on Transfer of Funds and Capital**

The dividends paid by the Bank are subject to regulations and limitations prescribed by state and federal supervisory agencies. In addition, the Bank is subject to certain restrictions imposed by federal law on extensions of credit to, and certain other transactions with, the Bancorp and certain other affiliates, and on investments in stock or securities of the Bancorp and those affiliates. For further information on restrictions on transfers of funds and capital, refer to Note 3 in the 2014 Form 10-K.

### **CAPITAL STRUCTURE**

#### **Capital Instruments**

Fifth Third Bancorp's regulatory capital structure includes common stock, preferred shares, trust preferred securities and qualifying subordinated debt. The terms and conditions of the Bancorp's capital instruments are described in its annual SEC disclosures. For additional information, refer to Notes 16 and 23 in the 2014 Form 10-K.

#### **Regulatory Capital, Risk-Weighted Assets and Capital Ratios**

The following table summarizes the Basel III minimum and well-capitalized regulatory capital ratios as of March 31, 2015.

#### **Minimum and Well-Capitalized Capital Ratios**

Ratio	Minimum	Well-Capitalized
Common equity tier 1 capital	4.5 %	6.5 %
Tier 1 capital	6.0	8.0
Total capital	8.0	10.0

Basel III establishes two comprehensive methodologies for calculating RWA, a Standardized Approach and an Advanced Approach. The Bancorp is subject to the Basel III Standardized Approach for determining risk-weighted assets which applies to bank holding companies with total consolidated assets over \$50 billion that are not subject to the Advanced Approach.

At March 31, 2015, the Bancorp and its insured depository institution, Fifth Third Bank, were well-capitalized under Basel III capital standards.

A reconciliation of regulatory capital elements as they relate to the Bancorp's Condensed Consolidated Financial Statements, in addition to information regarding the components of capital used in calculating Common Equity Tier 1

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capital, Tier 1 capital, Tier 2 capital and Total capital under Basel III transitional requirements for Fifth Third Bancorp at March 31, 2015 are presented in the table below.

#### Reconciliation of Regulatory Capital Elements

(\$ in millions)	March 31, 2015
Common stock	\$ 2,051
Capital surplus	2,659
Treasury stock	(2,145)
Common stock and related surplus, net of treasury stock	2,565
Retained earnings	11,380
Accumulated other comprehensive income (AOCI)	588
Preferred stock	1,331
<b>Total Bancorp shareholders' equity (Condensed Consolidated Financial Statements)</b>	<b>15,864</b>
Less: AOCI (opt-out election)	588
Less: Preferred stock	1,331
Less: Adjustments and deductions	2,402
<b>Common Equity Tier 1 capital</b>	<b>11,543</b>
Preferred stock	1,331
Other Tier 1 capital adjustments	8
<b>Tier 1 capital</b>	<b>12,882</b>
Qualifying subordinated debt	2,596
Other Tier 2 capital adjustments	1,516
<b>Total capital</b>	<b>\$ 16,994</b>

#### CAPITAL ADEQUACY

##### Internal Capital Adequacy Program (ICAP)

The ICAP is a set of integrated risk practices organized around ensuring that Fifth Third can maintain robust capital and liquidity at a high level of confidence. This involves mechanisms to identify, measure, monitor and manage risks across the Bank; to ensure that the risk organization informs and guides the Bank's risk decisions from a position of independence; and that senior leadership incorporates risk principles into its measurement, decisions and compensation.

Sound risk management processes are necessary to support supervisory and management's confidence in assessments of risk profiles and internal capital adequacy assessments. The Bancorp recognizes that an appropriate level of capital should exceed the minimum requirement so that all risks of the Bancorp – both on- and off-balance sheet – are adequately covered, even during stress events.

In addition to consideration of stress events, the excess capital ("cushion") above the minimum requirements is held to account for uncertainty in risk identification, risk mitigation or control, and risk quantification (model risk). Based on the environment at the time of the assessment, sophistication of measurements and tools employed, key assumptions, and desired solvency level, the Capital Committee reviews capital calculations and analyses and recommends a capital cushion to be held at a specific solvency standard. The recommendation is taken up through the governance structure, ultimately to be approved by the Risk and Compliance Committee of the Board of Directors.

The Bancorp's ICAP is an ongoing process assessing our capital adequacy relative to its risk profile and risk appetite. Stress testing is intended to capture a variety of potential unfavorable scenarios that are applied across business areas, risk types, and risk events.

Fifth Third's capital planning process assesses both the risks to which the Bank is exposed and the risk management processes in place to manage and mitigate those risks. The Bank evaluates its capital adequacy relative to its risks and considers the potential impact on earnings and capital from economic downturns. The process also incorporates rigorous, forward-looking stress testing.

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In addition to capital as a buffer against risk, the Bank also carefully manages its liquidity and has in place a comprehensive system of measures and practices to guard against a lack of liquidity.

Fifth Third's Board of Directors is responsible for setting the risk appetite of the Bancorp, through its review and approval of the company's Risk Appetite Framework, and ensuring that its capital and risk capacity is sufficient to cover all risk exposures under normal and stressed conditions. The Board of Directors is also responsible for reviewing and challenging management's methodologies that are utilized to measure, monitor and manage risk exposures and capital needs; for approving all policies that govern the capital management process at the Bancorp; and for approving management's capital action plans and recommendations, including potential dividend payments, repurchases and redemptions.

#### **Comprehensive Capital Analysis and Review (CCAR)**

The Federal Reserve Board requires bank holding companies with consolidated assets of \$50 billion or more to submit annual capital plans to the Federal Reserve Board for review. Under the rule, these capital plans must include detailed descriptions of the following: the bank holding company's internal processes for assessing capital adequacy; the policies governing capital actions such as common stock issuances, dividends, and share repurchases; and all planned capital actions over a nine-quarter planning horizon. Further, each bank holding company must also report to the Federal Reserve Board the results of stress tests conducted by the bank holding company under a number of scenarios that assess the sources and uses of capital under baseline and stressed economic scenarios. Through the CCAR, the Federal Reserve Board assesses whether large bank holding companies have sufficient capital during periods of economic and financial stress and have robust, forward-looking capital assessment and planning processes in place that address each company's unique risk to enable them to have the ability to absorb losses under certain stress scenarios.

The Bancorp's CCAR process and other capital adequacy stress testing activities are integrated into and are foundational to the Bancorp's ICAP process.

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### Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015

The following tables present information on the RWA components included within the regulatory capital ratios under the Standardized Approach with transitional requirements for Fifth Third Bancorp and the capital ratios for Fifth Third Bancorp and Fifth Third Bank at March 31, 2015.

#### Risk-Weighted Assets (Transitional Requirements)

(\$ in millions)	March 31, 2015
<b>On-Balance Sheet</b>	
Exposures to sovereign entities <sup>(a)</sup>	\$ -
Exposures to depository institutions, foreign banks and credit unions	759
Exposures to public sector entities	2,506
Corporate exposures	67,096
Residential mortgage exposures <sup>(b)</sup>	13,785
High volatility commercial real estate (HVCRE) loans <sup>(b)</sup>	992
Past due loans	604
Other assets	6,401
Securitization exposures	2,654
Equity exposures	3,774
<b>Off-Balance Sheet and Market Risk</b>	
Letters of credit	3,107
Unused commitments:	
Original maturity of one year or less, excluding asset-backed commercial paper conduits	1,288
Original maturity exceeding one year	16,358
Centrally cleared derivatives	9
All other off-balance sheet items <sup>(c)</sup>	1,817
Market-risk weighted assets	160
<b>Total Risk-Weighted Assets (Transitional Requirements)</b>	<b>\$ 121,310</b>

(a) Exposures to, and portions of exposures that are directly and unconditionally guaranteed by, the U.S. government, its agencies and the Federal Reserve receive 0% risk weight.

(b) Includes related exposures that are 90 days or more past due or on nonaccrual.

(c) Includes over-the-counter derivatives, repo-style transactions and other off-balance sheet items.

#### Regulatory Capital Ratios

March 31, 2015	Fifth Third Bancorp	Fifth Third Bank
Common equity tier 1 capital	9.52 %	11.36 %
Tier 1 capital	10.62	11.36
Total capital	14.01	12.58

## CREDIT RISK: GENERAL DISCLOSURES

### Enterprise Risk Management

Managing risk is an essential component of successfully operating a financial services company. The Bancorp's risk management approach includes processes for identifying, assessing, managing, monitoring and reporting risks. The Enterprise Risk Management division, led by the Bancorp's Chief Risk Officer ensures the consistency and adequacy of the Bancorp's risk management approach within the structure of the Bancorp's affiliate operating model. In addition, the Internal Audit division provides an independent assessment of the Bancorp's internal control structure and related systems and processes.

The assumption of risk requires robust and active risk management practices that comprise an integrated and comprehensive set of activities, measures and strategies that apply to the entire organization. The Bancorp has established a Risk Appetite Framework, approved by the Board of Directors, that provides the foundations of corporate risk capacity, risk appetite and risk tolerances. The Bancorp's risk capacity is represented by its available financial resources. Risk capacity sets an absolute limit on risk-assumption in the Bancorp's annual and strategic plans. The Bancorp understands that not all financial resources may persist as viable loss buffers over time. Further, consideration must be given to regulatory capital buffers required per Capital Policy Targets that would reduce risk capacity. Those factors take the form of capacity adjustments to arrive at an Operating Risk Capacity which represents the operating risk level the Bancorp can assume while maintaining its solvency standard. The Bancorp's policy currently discounts its Operating Risk Capacity by

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a minimum of five percent to provide a buffer; as a result, the Bancorp's risk appetite is limited by policy to, at most, 95% of its Operating Risk Capacity.

#### Credit Risk Management

The objective of the Bancorp's credit risk management strategy is to quantify and manage credit risk on an aggregate portfolio basis, as well as to limit the risk of loss resulting from the failure of a borrower or counterparty to honor its financial or contractual obligations to the Bancorp. The Bancorp's credit risk management strategy is based on three core principles: conservatism, diversification and monitoring. The Bancorp believes that effective credit risk management begins with conservative lending practices. These practices include conservative exposure and counterparty limits and conservative underwriting, documentation and collection standards. The Bancorp's credit risk management strategy also emphasizes diversification on a geographic, industry and customer level as well as ongoing portfolio monitoring and timely management reviews of large credit exposures and credits experiencing deterioration of credit quality. Credit officers with the authority to extend credit are delegated specific authority amounts, the utilization of which is closely monitored. Underwriting activities are centrally managed, and Enterprise Risk Management manages the policy and the authority delegation process directly. The Credit Risk Review function provides objective assessments of the quality of underwriting and documentation, the accuracy of risk grades and the charge-off, nonaccrual and reserve analysis process. The Bancorp's credit review process and overall assessment of the adequacy of the allowance for credit losses is based on quarterly assessments of the probable estimated losses inherent in the loan and lease portfolio. The Bancorp uses these assessments to promptly identify potential problem loans or leases within the portfolio, maintain an adequate reserve and take any necessary charge-offs. The Bancorp defines potential problem loans and leases as those rated substandard that do not meet the definition of a nonperforming asset or a restructured loan.

For further information related to credit risk management and practices, accounting policies and current exposures as reported under U.S. GAAP refer to the 2014 Form 10-K and the 2015 Form 10-Q. See the Disclosure Index (Appendix A) for specific references.

The following table summarizes remaining maturities by credit exposure for loans and unused commitments. The contractual amounts of commitments to extend credit represent the Bancorp's maximum exposure to credit loss, in the event of default by the borrower if the borrower were to fully draw against the commitment. The Bancorp manages this credit risk by using the same credit policies it applies to loans. Management assesses the borrower's credit worthiness to determine the necessary collateral, which may include marketable securities, receivables, inventory, equipment and real estate.

#### Credit Exposure by Contractual Maturity

March 31, 2015 (\$ in millions)	Loans		Unused Commitments		Total
	Less Than One Year	Greater Than One Year	Less Than One Year <sup>(a)</sup>	Greater Than One Year	
Wholesale	\$ 45,305	3,709	5,859	32,169	87,042
Retail	11,860	31,094	25,888	597	69,439
Total	\$ 57,165	34,803	31,747	32,766	156,481

*(a) Includes \$25 billion of unconditionally cancelable commitments which are not subject to risk-weighting per the regulatory capital rules.*



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The table below provides the geographic distribution of major types of portfolio retail credit exposure. Refer to the Credit Risk Management section of the 2015 Form 10-Q for the geographic and industry distribution of major types of wholesale credit exposures. The total exposure below for home equity includes loans and contractual commitments to extend credit.

#### Retail Credit Exposure by Geography

(\$ in millions)		Total Exposure	Percent of Total	
<b>Home equity</b>				
Ohio	\$	4,944	32.4	%
Michigan		2,914	19.1	
Illinois		2,187	14.3	
Indiana		1,433	9.4	
Kentucky		1,249	8.2	
Florida		1,153	7.6	
North Carolina		761	5.0	
Tennessee		238	1.6	
Other		372	2.4	
Total home equity	\$	15,251	100.0	%
<b>Residential mortgages</b>				
		Total Outstanding	Percent of Total	
Ohio	\$	2,995	23.8	%
Michigan		1,887	15.0	
Illinois		1,766	14.0	
Florida		1,394	11.1	
Indiana		971	7.7	
Kentucky		732	5.8	
North Carolina		607	4.8	
Tennessee		277	2.2	
Other		1,940	15.6	
Total residential mortgages	\$	12,569	100.0	%
<b>Automobile loans</b>				
Ohio	\$	1,210	10.2	%
Texas		1,077	9.1	
Florida		658	5.5	
Michigan		627	5.3	
Illinois		595	5.0	
Tennessee		417	3.5	
Indiana		395	3.3	
Kentucky		288	2.4	
Other <sup>(a)</sup>		6,606	55.7	
Total automobile loans	\$	11,873	100.0	%

(a) Fifth Third's automobile loan portfolio has a nearly national distribution profile, further breakdown of the other category results in a widespread distribution across a large number of additional states.

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#### **COUNTERPARTY CREDIT RISK-RELATED EXPOSURES**

Counterparty credit exposure arises from the risk that a counterparty is unable to meet its payment obligations to Fifth Third Bancorp under certain financial contracts and such failure results in the termination or replacement of the transaction at a loss to Fifth Third. Such exposures arise primarily in relation to over-the-counter (OTC) derivatives, repo-style transactions and transactions cleared through a central counterparty or exchange. OTC derivatives are traded directly between two parties without the use of a clearing exchange. Centrally cleared derivatives are entered into by two parties where the transaction is cleared through a central counterparty or exchange that acts as the counterparty to both parties to the derivative. Centrally cleared derivatives receive favorable capital treatment in comparison to OTC derivatives due to their lower inherent risk with the involvement of the central counterparty.

The majority of Fifth Third's counterparty credit risk exposure is incurred in transactions designed to help commercial customers manage their interest rate, currency and other risks and in the associated hedging of those transactions. The Bancorp may economically hedge significant exposures related to these free-standing derivatives by entering into offsetting third-party contracts with approved, reputable counterparties with substantially matching terms and currencies. Credit risk is minimized through credit approvals, limits, counterparty collateral and monitoring procedures.

#### *Credit approvals and limits*

Customer derivative hedging contract exposure is aggregated with direct credit exposure for purposes of credit approval. Credit limits dictate the amount of customer derivative exposure that the Bancorp can have at a given time. Traders must also adhere to customer and counterparty credit limits. Each derivative customer must have a Counterparty Credit Equivalent Exposure (CEE) Limit, approved by a Credit Officer with the appropriate approval authority as specified in the Commercial Loan Policy and documented in the Authorities Review System. All exceptions must be approved by an employee with proper credit authority. CEE limits are approved by the Market Risk Management Committee, which monitors and reports to senior management and the Board of Directors significant market risk exposures, concentrations of positions, risk limit changes and material breaches to market risk policies.

#### *Counterparty collateral and monitoring*

The Bancorp's derivative assets include certain contractual features in which the Bancorp requires the counterparties to provide collateral in the form of cash and securities to offset changes in the fair value of the derivatives, including changes in the fair value due to credit risk of the counterparty. The majority of the collateral received and posted typically consists of cash and instruments issued or backed by the U.S. Government or government sponsored entities.

Derivative contracts with commercial customers are generally cross-collateralized with the Bancorp's underlying credit or loan and security agreements and attendant guaranty, if applicable. To the extent that the Bancorp requires collateral as a condition of financing, the collateral supporting the customer's debt obligations will also support the derivative contract obligations via the cross default provision and the incorporation of "rate management obligations" as a defined term in the credit or loan and security agreements. The Bancorp's policy prescribes the frequency of the valuation based on the volatility of the collateral. Valuation methods range from the use of market indices to third-party appraisals. For further discussion on the valuation of real estate collateral refer to the Credit Risk Management section of the 2015 Form 10-Q.

Fifth Third Bancorp's Collateral Management team is responsible for consistently analyzing, evaluating and monitoring eligible collateral and optimizing existing pledged collateral in efforts to fulfill collateral requirements. Collateral held and posted is revalued each day. Prices and factors are updated daily based on the prior business day's closing prices and factors. Additionally, credit ratings are updated daily and are imported into the collateral management system via Bloomberg. Once revalued, all collateral positions are inspected for possible under or over collateralization taking into account applicable terms of the Credit Support Annex including thresholds, haircuts, etc. The Risk Department is provided with a summary of the positions which allows them to perform an assessment of the Bancorp's risk as it relates to exposures and credit limits.

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The below table shows derivatives by underlying exposure type and segregates derivative activity between contracts traded on OTC markets from those cleared through a central counterparty or exchange. Notional amounts are used in the calculation of the potential future exposure add-on which is the product of the notional amount of a derivative contract and prescribed conversion factors. Gross positive fair value represents the credit exposure attributed to derivatives before the mitigating effects of counterparty collateral.

**Derivative Exposure<sup>(a)</sup>**

March 31, 2015 (\$ in millions)	Notional Amount	Gross Positive Fair Value
<b>OTC Derivatives:</b>		
Interest rate contracts	\$ 20,642	\$ 930
Foreign exchange contracts	8,508	576
Commodity contracts	1,255	243
Credit derivatives - purchased protection	389	-
Total OTC derivatives	30,794	1,749
<b>Centrally Cleared Derivatives:</b>		
Interest rate contracts	6,616	138
Commodity contracts	74	22
Total centrally cleared derivatives	\$ 6,690	\$ 160

(a) Excludes futures, written options, spot derivatives and foreign exchange contracts with less than 14 days until maturity and equity derivatives considered equity exposures for regulatory capital purposes.

The table below displays a breakout of collateral by type which has been received by Fifth Third as of March 31, 2015 as part of derivative and repo-style transactions.

**Collateral Type**

(\$ in millions)	OTC Derivatives	Cleared Transaction Collateral	Repo-Style Transactions Collateral
Cash	\$ 992	86	781
Treasuries	10	10	-
Agencies	467	-	-
Total collateral	\$ 1,469	96	781

**CREDIT RISK MITIGATION**

Fifth Third uses various strategies to mitigate credit risk in its portfolios, including establishing credit risk appetite measures and limits that define acceptable levels of total borrower exposure and transferring loans in securitization transactions. As described within the Counterparty Credit Risk-Related Exposures section of this Basel III Report, the Bancorp may also obtain collateral from counterparties to manage overall credit risk.

A bank may recognize the credit risk mitigation benefits of an eligible guarantee or eligible credit derivative by substituting the risk-weight associated with the protection provider for the risk-weight assigned to the exposure. Fifth Third has elected not to take the credit risk mitigation capital benefit of guarantees and credit derivatives within its regulatory capital calculation at this time.

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#### **SECURITIZATIONS**

The disclosures in this section refer to securitizations held in the banking book and the regulatory capital on these exposures calculated in accordance with the Standardized Approach. Basel III defines a securitization exposure as follows:

- All or a portion of the credit risk of one or more underlying exposures is transferred to one or more third parties other than through the use of credit derivatives or guarantees;
- The credit risk associated with the underlying exposures has been separated into at least two tranches reflecting different levels of seniority;
- Performance of the securitization exposures depends upon the performance of the underlying exposures;
- All or substantially all of the underlying exposures are financial exposures (such as loans, commitments, credit derivatives, guarantees, receivables, asset-backed securities, mortgage-backed securities, other debt securities, or equity securities);
- The underlying exposures are not owned by an operating company; and
- The underlying exposures are not owned by a small business investment company or related community development investment.

In 2013, the Bancorp securitized and sold certain automobile loans that qualified for sale accounting. These securitized loans met the operational criteria provided in section 41 of the final regulatory capital rules. The Bancorp does not hold any risk-based capital related to these exposures as the Bancorp did not retain any credit risk in connection with this securitization. The outstanding balance of these securitized automobile loans as of March 31, 2015 was \$201 million. The amount of securitized assets that are past due as of March 31, 2015 was immaterial. In addition, the Bancorp has previously completed several automobile securitizations in 2014 and 2013, which transferred consumer automobile loans to bankruptcy remote trusts which were deemed to be VIEs. The Bancorp concluded that it is the primary beneficiary of the VIEs and, thus, has consolidated these VIEs. Therefore these securitizations do not meet the operational criteria provided in section 41 of the final regulatory capital rules. As such, the Bancorp holds risk-based capital against the transferred exposures as if they had not been securitized. For a detailed discussion on this topic refer to Automobile Loan Securitizations in Note 10 in the 2015 Form 10-Q.

The Bancorp is an investor in products created by third parties, which are primarily secured lending and investment positions that meet the definition of a securitization exposure. These securities consist of asset-backed securities, with mainly automobile and student loans as the underlying assets, in addition to commercial mortgage-backed securities. The Bancorp also has certain commercial loans in its portfolio that are considered securitization exposures. Fifth Third's objective in relation to the securitization activities described above is to enhance return on assets metrics, to manage balance sheet risk exposures and to achieve asset diversification.

Securitization transactions can involve a number of risks including portfolio risk, seller's risk and liquidity risk. Portfolio risk arises from the performance of the underlying asset pool (i.e. payment rates, dilution, write-offs/losses). Seller's risk represents the portion of the unsecured credit exposure in a transaction with the seller. This exposure principally arises from recourse for losses, dilution of yield, lack of cash control, a first priority perfected security interest, or potential declines in the amount of securitized asset collateral between settlement periods.

The Bancorp's due diligence process is designed to provide an understanding of the features that may materially affect the performance of a securitization. These procedures include analyzing and monitoring the quality of the positions, including information regarding performance of the underlying credit exposures and relevant market data and the structural and other enhancement features that may affect the credit quality of a securitization. The Bancorp evaluates, reviews and updates the ongoing understanding of each securitization position at least quarterly.

The Asset Securitization Group, within the Commercial line of business, and the appropriate Relationship Manager or Credit Officer reviews each commercial loan securitization exposure on a quarterly basis. Each review includes a discussion of the Bancorp's total exposure, the availability on the facility, the servicer's financial statements, the net pool balance and pool concentrations, and compliance with portfolio triggers and servicer financial covenants.

The Bancorp is not applying any credit risk mitigation to its securitization exposures and does not have exposure to securitization guarantors.

## Fifth Third Bancorp

### Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015

The Bancorp calculates the regulatory capital requirement for securitization exposures in accordance with the hierarchy of approaches outlined under the Standardized Approach framework. The Bancorp utilizes the Simplified Supervisory Formula Approach (SSFA) to determine risk-weighted assets for all of its securitization exposures.

The Bancorp does not have any synthetic securitization exposures nor any resecuritizations under Basel III; therefore, the following tables relate to the Bancorp as an investor. In addition, all securitization exposures are on-balance sheet as of March 31, 2015. As the Bancorp has made the AOCI opt-out election, the AFS securitization exposure amounts for purposes of risk-weighting is the carrying value of the security less any unrealized gain on the exposure plus any unrealized loss on the exposure included in AOCI.

The Bancorp's securitization exposures are summarized in the following tables:

#### Exposure Type

March 31, 2015 (\$ in millions)	On-Balance Sheet Exposure	RWA (Under SSFA)	Capital Requirement <sup>(a)</sup>
Commercial mortgage-backed securities	\$ 1,928	399	32
Commercial loans meeting definition of a securitization exposure	1,877	1,704	136
Asset-backed securities, student loans	914	415	33
Asset-backed securities, automobile loans	237	100	8
Asset-backed securities, other	56	36	3
Total	\$ 5,012	2,654	212

(a) Capital requirement is calculated as 8% of risk-weighted assets.

#### Risk Weight Band

March 31, 2015 (\$ in millions)	On-Balance Sheet Exposure	RWA
<b>SSFA</b>		
20% - 25%	\$ 4,027	\$ 806
26% - 50%	283	101
51% - 75%	91	54
76% - 100%	45	38
101% - 500%	549	1,491
501% - 1,250%	17	164
Total	\$ 5,012	\$ 2,654

#### EQUITIES NOT SUBJECT TO MARKET RISK RULE

Equity investments include investments in unconsolidated subsidiaries, equity and other investments classified within other assets and fund investments that, in each case, are not a covered position for purposes of the Market Risk Rule nor a securitization exposure. The Bancorp uses the Simple Risk-Weight Approach (SRWA) and the Full Look-Through Approach (FLTA) to measure equity exposures for regulatory purposes.

The SRWA is used for all types of equity exposures that are not equity exposures to a mutual fund or other investment fund. Under the SRWA, the risk-weighted asset for each equity exposure is calculated by multiplying the adjusted carrying value of the equity exposure by the applicable prescribed regulatory risk-weight. Under the SRWA, the aggregate carrying value of the exposures that are less than 10% of total capital is risk-weighted at 100% as non-significant equity exposures. To utilize this risk-weight, the Bancorp aggregates the following equity exposures: unconsolidated small business investment companies; publicly traded; and non-publicly traded equity exposures. As of March 31, 2015, the Bancorp did not have aggregate equity exposures that exceeded the 10% threshold. Fifth Third's equity exposures subject to SRWA include Federal Reserve Board (FRB) and Federal Home Loan Bank (FHLB) stock, available-for-sale equity securities, private equity investments and the community development investments made by Fifth Third Community Development Corporation, a wholly-owned subsidiary of the Bancorp. In addition, the Bancorp has an investment in Vantiv Holding, LLC and a stock warrant associated with Vantiv Holding, LLC, both of which are related to the initial sale of the Bancorp's 51% interest in Vantiv Holding, LLC. The Bancorp's ownership interest in Vantiv Holding, LLC is convertible into shares of Vantiv, Inc.

## Fifth Third Bancorp

### Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015

The Bancorp uses the FLTA to determine the risk-weighted assets for equity exposures to mutual funds and other investment funds. Under the FLTA, risk weights are applied on a proportional share basis to each underlying equity investment held by an investment fund.

The FRB and FHLB stock are statutory investments required by regulation in order for the Bank to be a member in those organizations. Equity investments made for strategic purposes and for maintaining relationships include the community development investments and separate and hybrid separate account bank-owned life insurance investments (BOLI). The investments in private equity and Vantiv Holding, LLC are held for capital gains purposes while also creating cross-selling opportunities for the Bancorp's commercial products.

Refer to the 2015 Form 10-Q for further information on the valuation methodologies and accounting policies used to account for the Bancorp's equity investments. See specific references in the Disclosure Index (Appendix A).

Latent revaluation gains/losses are unrealized gains/losses on nonpublic equity securities recorded at cost, which are not recognized in the Bancorp's balance sheet or income statement. The Bancorp's investment in Vantiv Holding, LLC is accounted for under the equity method of accounting. The Bancorp's investment in Vantiv Holding, LLC had a carrying value of \$402 million at March 31, 2015. The fair value of the Bancorp's ownership of Vantiv Holding, LLC is based on Vantiv, Inc.'s closing price of \$37.70 on March 31, 2015 and is valued at approximately \$1.6 billion. The difference in the carrying value and the fair value is included as latent revaluation gains in the below table.

#### Equity Exposure By Type

March 31, 2015 (\$ in millions)	Exposure	RWA	Capital Requirement
<b>Using SRWA:</b>			
FRB stock	\$ 352	-	-
FHLB stock	248	50	4
Community development investments	1,402	1,402	112
Investment in Vantiv Holding, LLC	402	402	32
Stock warrant associated with Vantiv Holding, LLC <sup>(a)</sup>	747	747	60
Private equity investments	260	260	21
Available-for-sale equity securities	1	1	0
<b>Using FLTA:</b>			
Separate and hybrid separate account BOLI investments	1,212	648	52
Trading securities	241	264	21
<b>Total</b>	<b>\$ 4,865</b>	<b>3,774</b>	<b>302</b>

(a) Includes off-balance sheet exposure of \$262 million.

#### Risk Weight

March 31, 2015 (\$ in millions)	Exposure	RWA	Capital Requirement
0%	\$ 352	-	-
20%	248	50	4
100%	2,812	2,812	225
Full look-through	1,453	912	73
<b>Total</b>	<b>\$ 4,865</b>	<b>3,774</b>	<b>302</b>

## Fifth Third Bancorp

### Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015

#### Book Value and Fair Value of Equity Exposures Not Subject to Market Risk Rule

March 31, 2015 (\$ in millions)	Non-publicly traded	Publicly traded	Total
Carrying value	\$ 4,361	242	4,603
Latent revaluation gains	1,221	-	1,221
Fair value	\$ 5,582	242	5,824

#### INTEREST RATE RISK FOR NON-TRADING ACTIVITIES

Interest rate risk, a component of market risk, is the exposure to adverse changes in net interest income or financial position due to changes in interest rates. Management considers interest rate risk a prominent market risk in terms of its potential impact on earnings. Interest rate risk can occur for any one or more of the following reasons:

- Assets and liabilities may mature or reprice at different times;
- Short-term and long-term market interest rates may change by different amounts; or
- The expected maturity of various assets or liabilities may shorten or lengthen as interest rates change.

In addition to the direct impact of interest rate changes on net interest income, interest rates can indirectly impact earnings through their effect on loan demand, credit losses, mortgage originations, the value of servicing rights and other sources of the Bancorp's earnings. Stability of the Bancorp's net income is largely dependent upon the effective management of interest rate risk. Management continually reviews the Bancorp's balance sheet composition and earnings flows and models the interest rate risk, and possible actions to reduce this risk, given numerous possible future interest rate scenarios.

For further information on Interest Rate Risk, including an interest sensitivity analysis, refer to the Market Risk Management section of the 2015 Form 10-Q.

**Fifth Third Bancorp**  
**Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015**

**APPENDIX A - DISCLOSURE INDEX**

Description	Page References			
	Basel III Report	FR Y-9C for March 31, 2015	Form 10-K for December 31, 2014	Form 10-Q for March 31, 2015

**TABLE 1 – SCOPE OF APPLICATION**

**Qualitative Disclosures**

(a) The name of the top corporate entity in the group to which subpart D of this part applies.	1			
(b) A brief description of the differences in the basis for consolidating entities for accounting and regulatory purposes, with a description of those entities: (1) That are fully consolidated; (2) That are deconsolidated and deducted from total capital; (3) For which the total capital requirement is deducted; and (4) That are neither consolidated nor deducted (for example, where the investment in the entity is assigned a risk weight in accordance with this subpart).	N/A: The Bancorp has no differences in the basis for consolidating entities.			
(c) Any restrictions, or other major impediments, on transfer of funds or total capital within the group.	2		100-101	

**Quantitative Disclosures**

(d) The aggregate amount of surplus capital of insurance subsidiaries included in the total capital of the consolidated group.	2			
(e) The aggregate amount by which actual total capital is less than the minimum total capital requirement in all subsidiaries, with total capital requirements and the name(s) of the subsidiaries with such deficiencies.	2			

**TABLE 2 – CAPITAL STRUCTURE**

**Qualitative Disclosures**

(a) Summary information on the terms and conditions of the main features of all regulatory capital instruments.	2		128-129, 145-146	
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**Quantitative Disclosures**

(b) The amount of common equity tier 1 capital, with separate disclosure of: (1) Common stock and related surplus; (2) Retained earnings; (3) Common equity minority interest; (4) AOCI; and (5) Regulatory adjustments and deductions made to common equity tier 1 capital.	3	46		
(c) The amount of tier 1 capital, with separate disclosure of: (1) Additional tier 1 capital elements, including additional tier 1 capital instruments and tier 1 minority interest not included in common equity tier 1 capital; and (2) Regulatory adjustments and deductions made to tier 1 capital.	3	47		
(d) The amount of total capital, with separate disclosure of: (1) Tier 2 capital elements, including tier 2 capital instruments and total capital minority interest not included in tier 1 capital; and (2) Regulatory adjustments and deductions made to total capital.	3	47		



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**TABLE 3 - CAPITAL ADEQUACY**

**Qualitative Disclosures**

(a)	A summary discussion of the bank holding company's approach to assessing the adequacy of its capital to support current and future activities.	3-4			
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**Quantitative Disclosures**

(b)	Risk-weighted assets for: (1) Exposures to sovereign entities; (2) Exposures to certain supranational entities and MDBs; (3) Exposures to depository institutions, foreign banks, and credit unions; (4) Exposures to PSEs; (5) Corporate exposures; (6) Residential mortgage exposures; (7) Statutory multifamily mortgages and pre-sold construction loans; (8) HVCRE loans; (9) Past due loans; (10) Other assets; (11) Cleared transactions; (12) Default fund contributions; (13) Unsettled transactions; (14) Securitization exposures; and (15) Equity exposures.	5			
(c)	Standardized market risk-weighted assets as calculated under subpart F of this part.	5	59		
(d)	Common equity tier 1, tier 1 and total risk-based capital ratios: (1) For the top consolidated group; and (2) For each depository institution subsidiary.	5	48		
(e)	Total standardized risk-weighted assets.	5	59		

**TABLE 4 – CAPITAL CONSERVATION BUFFER**

**Quantitative Disclosures**

Capital conservation transition period begins in 2016.

**TABLE 5 – CREDIT RISK: GENERAL DISCLOSURES**

**Qualitative Disclosures**

(a)	The general qualitative disclosure requirement with respect to credit risk (excluding counterparty credit risk disclosed in accordance with Table 6), including the: (1) Policy for determining past due or delinquency status; (2) Policy for placing loans on nonaccrual; (3) Policy for returning loans to accrual status; (4) Definition of and policy for identifying impaired loans (for financial accounting purposes); (5) Description of the methodology that the entity uses to estimate its allowance for loan and lease losses, including statistical methods used where applicable; (6) Policy for charging-off uncollectible amounts; and (7) Discussion of the entity's credit risk management policy.	5-6		23, 58-59, 90-93	
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## Fifth Third Bancorp

### Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015

Description	Page References			
	Basel III Report	FR Y-9C for March 31, 2015	Form 10-K for December 31, 2014	Form 10-Q for March 31, 2015
<b>Quantitative Disclosures</b>				
(b) Total credit risk exposures and average credit risk exposures, after accounting offsets in accordance with GAAP, without taking into account the effects of credit risk mitigation techniques (for example, collateral and netting not permitted under GAAP), over the period categorized by major types of credit exposure. For example, bank holding company's could use categories similar to that used for financial statement purposes. Such categories might include, for instance: (1) Loans, off-balance sheet commitments, and other non-derivative off-balance sheet exposures; (2) Debt securities; and (3) OTC derivatives.	N/A	16-17, 19, 32		12
(c) Geographic distribution of exposures, categorized in significant areas by major types of credit exposure.	7			32
(d) Industry or counterparty type distribution of exposures, categorized by major types of credit exposure.	N/A			32
(e) By major industry or counterparty type: (1) Amount of impaired loans for which there was a related allowance under GAAP; (2) Amount of impaired loans for which there was no related allowance under GAAP; (3) Amount of loans past due 90 days and on nonaccrual; (4) Amount of loans past due 90 days and still accruing; (5) The balance in the allowance for loan and lease losses at the end of each period, disaggregated on the basis of the entity's impairment method. To disaggregate the information required on the basis of impairment methodology, an entity shall separately disclose the amounts based on the requirements in GAAP; and (6) Charge-offs during the period.	N/A			66-67, 69-70
(f) Amount of impaired loans and, if available, the amount of past due loans categorized by significant geographic areas including, if practical, the amounts of allowances related to each geographical area, further categorized as required by GAAP.	Allowance by geography is not practical or meaningful to disclose as management doesn't use this information to allocate general or specific allowance components.			70
(g) Reconciliation of changes in ALLL.	N/A			67
(h) Remaining contractual maturity delineation (for example, one year or less) of the whole portfolio, categorized by credit exposure.	6	17, 31		

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**Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015**

Description	Page References			
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**TABLE 6 – GENERAL DISCLOSURE FOR COUNTERPARTY CREDIT RISK-RELATED EXPOSURES**

**Qualitative Disclosures**

(a)	The general qualitative disclosure requirement with respect to OTC derivatives, eligible margin loans, and repo-style transactions, including a discussion of: (1) The methodology used to assign credit limits for counterparty credit exposures; (2) Policies for securing collateral, valuing and managing collateral, and establishing credit reserves; (3) The primary types of collateral taken; and (4) The impact of the amount of collateral the bank holding company would have to provide given a deterioration in the bank holding company's own creditworthiness.	8			81
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**Quantitative Disclosures**

(b)	Gross positive fair value of contracts, collateral held (including type, for example, cash, government securities), and net unsecured credit exposure. Also disclose the notional value of credit derivative hedges purchased for counterparty credit risk protection and the distribution of current credit exposure by exposure type.	9			
(c)	Notional amount of purchased and sold credit derivatives, segregated between use for the bank holding company's own credit portfolio and in its intermediation activities, including the distribution of the credit derivative products used, categorized further by protection bought and sold within each product group.	N/A	30		

**TABLE 7 – CREDIT RISK MITIGATION**

**Qualitative Disclosures**

(a)	The general qualitative disclosure requirement with respect to credit risk mitigation, including: (1) Policies and processes for collateral valuation and management; (2) A description of the main types of collateral taken; (3) The main types of guarantors/credit derivative counterparties and their creditworthiness; and (4) Information about (market or credit) risk concentrations with respect to credit risk mitigation.	9			
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**Quantitative Disclosures**

(b)	For each separately disclosed credit risk portfolio, the total exposure that is covered by eligible financial collateral, and after the application of haircuts.	9			
(c)	For each separately disclosed portfolio, the total exposure that is covered by guarantees/credit derivatives and the risk-weighted asset amount associated with that exposure.	9			

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**TABLE 8 – SECURITIZATION**

**Qualitative Disclosures**

<p>(a) The general qualitative disclosure requirement with respect to a securitization (including synthetic securitizations), including a discussion of:</p> <p>(1) The objectives for securitizing assets, including the extent to which these activities transfer credit risk of the underlying exposures away from the bank holding company to other entities and including the type of risks assumed and retained with resecuritization activity;</p> <p>(2) The nature of the risks (e.g. liquidity risk) inherent in the securitized assets;</p> <p>(3) The roles played by the bank holding company in the securitization process and an indication of the extent of the bank holding company's involvement in each of them;</p> <p>(4) The processes in place to monitor changes in the credit and market risk of securitization exposures including how those processes differ for resecuritization exposures;</p> <p>(5) The policy for mitigating the credit risk retained through securitization and resecuritization exposures; and</p> <p>(6) The risk-based capital approaches that the bank holding company follows for its securitization exposures including the type of securitization exposure to which each approach applies.</p>	10-11			
<p>(b) A list of:</p> <p>(1) The type of securitization SPEs that the bank holding company, as sponsor, uses to securitize third-party exposures. The bank holding company must indicate whether it has exposure to these SPEs, either on- or off- balance sheet; and</p> <p>(2) Affiliated entities:</p> <p>(i) That the bank holding company manages or advises; and</p> <p>(ii) That invest either in the securitization exposures that the bank holding company has securitized or in securitization SPEs that the bank holding company sponsors.</p>	N/A			
<p>(c) Summary of accounting policies for securitization activities, including:</p> <p>(1) Whether the transactions are treated as sales or financings;</p> <p>(2) Recognition of gain-on-sale;</p> <p>(3) Methods and key assumptions applied in valuing retained or purchased interests;</p> <p>(4) Changes in methods and key assumptions from the previous period for valuing retained interests and impact of the changes;</p> <p>(5) Treatment of synthetic securitizations;</p> <p>(6) How exposures intended to be securitized are valued and whether they are recorded under subpart D of this part; and</p> <p>(7) Policies for recognizing liabilities on the balance sheet for arrangements that could require the bank holding company to provide financial support for securitized assets.</p>	10-11		93	
<p>(d) An explanation of significant changes to any quantitative information since the last reporting period.</p>	N/A			

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<b>Quantitative Disclosures</b>				
(e) The total outstanding exposures securitized by the bank holding company in securitizations that meet the operational criteria provided in §___.41 (categorized into traditional and synthetic securitizations), by exposure type, separately for securitizations of third-party exposures for which the bank acts only as sponsor.	10			
(f) For exposures securitized by the bank holding company in securitizations that meet the operational criteria in §___.41: (1) Amount of securitized assets that are impaired/past due categorized by exposure type; and (2) Losses recognized by the bank holding company during the current period categorized by exposure type.	10			
(g) The total amount of outstanding exposures intended to be securitized categorized by exposure type.	N/A			
(h) Aggregate amount of: (1) On-balance sheet securitization exposures retained or purchased categorized by exposure type; and (2) Off-balance sheet securitization exposures categorized by exposure type.	11			
(i) (1) Aggregate amount of securitization exposures retained or purchased and the associated capital requirements for these exposures, categorized between securitization and resecuritization exposures, further categorized into a meaningful number of risk weight bands and by risk-based capital approach (e.g., SSFA); and (2) Exposures that have been deducted entirely from tier 1 capital, CEIOs deducted from total capital (as described in §___.42(a)(1), and other exposures deducted from total capital should be disclosed separately by exposure type.	11			
(j) Summary of current year's securitization activity, including the amount of exposures securitized (by exposure type), and recognized gain or loss on sale by exposure type.	N/A			
(k) Aggregate amount of resecuritization exposures retained or purchased categorized according to: (1) Exposures to which credit risk mitigation is applied and those not applied; and (2) Exposures to guarantors categorized according to guarantor creditworthiness categories or guarantor name.	10			

**TABLE 9 – EQUITIES NOT SUBJECT TO SUBPART F OF THIS PART (Market Risk Rule)**

**Qualitative Disclosures**

(a) The general qualitative disclosure requirement with respect to equity risk for equities not subject to subpart F of this part, including: (1) Differentiation between holdings on which capital gains are expected and those taken under other objectives including for relationship and strategic reasons; and (2) Discussion of important policies covering the valuation of and accounting for equity holdings not subject to subpart F of this part. This includes the accounting techniques and valuation methodologies used, including key assumptions and practices affecting valuation as well as significant changes in these practices.	11-12		90	77-78, 98, 100
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## Fifth Third Bancorp

### Basel III Pillar 3 Regulatory Capital Disclosures as of March 31, 2015

Description	Page References			
	Basel III Report	FR Y-9C for March 31, 2015	Form 10-K for December 31, 2014	Form 10-Q for March 31, 2015
<b>Quantitative Disclosures</b>				
(b) Value disclosed on the balance sheet of investments, as well as the fair value of those investments; for securities that are publicly traded, a comparison to publicly-quoted share values where the share price is materially different from fair value.	13			
(c) The types and nature of investments, including the amount that is: (1) Publicly traded; and (2) Non publicly traded.	13			
(d) The cumulative realized gains (losses) arising from sales and liquidations in the reporting period.	N/A			
(e) (1) Total unrealized gains (losses). (2) Total latent revaluation gains (losses). (3) Any amounts of the above included in tier 1 or tier 2 capital.	13			
(f) Capital requirements categorized by appropriate equity groupings, consistent with the bank holding company's methodology, as well as the aggregate amounts and the type of equity investments subject to any supervisory transition regarding regulatory capital requirements.	12			

**TABLE 10 – INTEREST RATE RISK FOR NON-TRADING ACTIVITIES**

#### Qualitative Disclosures

(a) The general qualitative disclosure requirement, including the nature of interest rate risk for non-trading activities and key assumptions, including assumptions regarding loan prepayments and behavior of non-maturity deposits, and frequency of measurement of interest rate risk for non-trading activities.	13			44-48
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#### Quantitative Disclosures

(b) The increase (decline) in earnings or economic value (or relevant measure used by management) for upward and downward rate shocks according to management's method for measuring interest rate risk for non-trading activities, categorized by currency (as appropriate).	13			45-47
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