Report at the close of business as of the end of fiscal year

This Report is required by law. Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)), sections 11(a)(1), 25, and 26A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 155, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5466(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or as an LLC, see the General Instructions for the authorized individual who must sign the report.

Name of the Holding Company Director or Officer
Greg D. Carmichael
President and CEO

President and CEO

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016

3 - 24 - 2017

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

☐ Is included with the FR Y-6 report
☐ is not prepared
☐ will be sent under separate cover

For Federal Reserve Bank Use Only

RSSID ID
C I

FR Y-6
OMB Number 7100-0297
Approved expires September 30, 2018
Page 1 of 2

Telephone:

Mail address: Federal Reserve Bank of Atlanta

Address (URL) for the Holding Company’s web page:

John Frazier
153-5347-431
Area Code / Phone Number / Extension

513-334-3614

Area Code / FAX Number

john.frazier@53.com

E-mail Address

www.53.com

Is confidential treatment requested for any portion of this report submission? 0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report 0

2. a letter justifying this request has been provided separately 0

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as “confidential.”

Public reporting burden for this information collection is estimated to vary from 1 to 101 hours per response, with an average of 6.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate to the Secretary, level of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
For Use By Tiered Holding Companies

Top-tier holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below:

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### Exhibit A

#### Rsd Tiering for: FIFTH THIRD BANCORP

**Structure as of 20161231**

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### Exhibit A

Rssd Tiering for: FIFTH THIRD BANCORP

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- **MI**: Michigan
- **WI**: Wisconsin
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Total Number of Entities in the tree: 956

Footnote: "LEI is N/A unless noted"
| Data Actee | Effective Date |エルセンター TYPE | Search ID | ファックス Number | Postal Code | City | State | Zip Code | Country | Source | TEL Code | Office Number | Head Office | Head Office ID | エルセンター Type |
|-----------|---------------|-----------------|-----------|------------------|------------|-----|-------|---------|---------|--------|-----------|------------|-------------|-------------|--------------|----------------|
| CN        | 8/29/2020     | Field Service  | 87712221505 | 8771227014 | 8771271466 | 8771213333 | 8771211111 | 8771215555 | 8771217777 | 8771218888 | 8771290909 | 8771212121 | 8771231313 | 8771214141 | 8771215151 |
| CN        | 8/29/2020     | Field Service  | 87712221505 | 8771227014 | 8771271466 | 8771213333 | 8771211111 | 8771215555 | 8771217777 | 8771218888 | 8771290909 | 8771212121 | 8771231313 | 8771214141 | 8771215151 |

**Exhibit A**
Report Item 3: Shareholders
(1)(a) (1)(b) (1)(c)(2)(a) (2)(b) (2)(c)

Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2016

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number Each Class of Voting Securities</th>
<th>Percentage and Type of Securities Owned</th>
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<tbody>
<tr>
<td>T. Rowe Price Associates, Inc. Baltimore, Maryland USA</td>
<td>USA</td>
<td>59,879,174</td>
<td>7.9% Common Stock</td>
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<tr>
<td>The Vanguard Group Malvern, Pennsylvania USA</td>
<td>USA</td>
<td>55,633,548</td>
<td>7.36% Common Stock</td>
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<tr>
<td>BlackRock, Inc. New York, New York USA</td>
<td>USA</td>
<td>52,503,638</td>
<td>6.9% Common Stock</td>
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<tr>
<td>State Street Corporation Boston, Massachusetts USA</td>
<td>USA</td>
<td>42,950,822</td>
<td>5.68% Common Stock</td>
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<tr>
<td>Invesco Ltd. Atlanta, Georgia USA</td>
<td>USA</td>
<td>42,495,888</td>
<td>5.6% Common Stock</td>
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Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2016

<table>
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<tr>
<th>(2)(a) Name &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number Each Class of Voting Securities</th>
<th>Percentage and Type of Securities Owned</th>
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</table>

The company is not aware of any other securities holders that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/16
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<th>(4)</th>
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<td>Names &amp; Address</td>
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<td>Title &amp; Position</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
<td>Last names of other Companies (includes partnerships) if 25% or more of voting securities are held</td>
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<td>with Subsidiaries (include names of subsidiaries)</td>
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<td>Nicholas K. Akers</td>
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<td>Director Nuclear Electric Insurance Limited</td>
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<tr>
<td>Columbus, Ohio USA</td>
<td>Director</td>
<td>Director Edison Electric Institute</td>
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<td>Director Global Sustainable Electricity Partnership</td>
<td>Director Dowtown Development Corporation</td>
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<td>Director Rock and Roll Hall of Fame and Museum</td>
<td>Executive Committee Columbus Partnership</td>
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<td>Executive Committee Business Roundtable</td>
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<td>B. Evan Bay III</td>
<td>Director Fifth Third Bancorp</td>
<td>Director RLJ Lodging Trust</td>
<td>Less than 1% of Fifth Third Bancorp Common Stock</td>
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<td>Washington, DC USA</td>
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<td>Jorge L. Benitez</td>
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<td>Director World Fuel Services Corporation</td>
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<td>Miami Beach, FL</td>
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<td>Manager Ohio Valley Entertainment LLC</td>
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<tr>
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<tr>
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<td>Jerry W. Burns</td>
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<td>Director Pentair PLC</td>
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<td>Gary R. Heminger</td>
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<td>Director American Petroleum Institute</td>
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<td>Director American Fuel &amp; Petrochemical Manufacturers</td>
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### Exhibits

#### Exhibit D

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<tr>
<th>Name</th>
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<th>Percentage of Voting Shares in Subsidiaries (include names of companies and percentage of voting securities held)</th>
<th>Other Percentage of Voting Shares in Subsidiaries (include names of companies and percentage of voting securities held)</th>
<th>Title &amp; Position</th>
<th>Business(es) with More than 5% Voting Interest</th>
<th>Percentage of Voting Shares in Other Business(es) (include names of companies and percentage of voting securities held)</th>
<th>Business(es) with Less than 1% of Voting Interest</th>
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<td>Jewell D. Nix, Jr.</td>
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<td>Director, Chief Financial Officer of U.S.</td>
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<td>Lead Independent Director, Mode Manufacturing Company</td>
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#### Executive Officers

- **Lars Anderson**
  - Executive Vice President and Chief Operating Officer of Fifth Third Bancorp
  - See Attachment A: Not Applicable
  - Less than 1% of Fifth Third Bancorp Common Stock: Not Applicable
  - Less than 1% of Fifth Third Bancorp Common Stock: Not Applicable

- **Chad M. Bolton**
  - Executive Vice President of Fifth Third
  - See Attachment A: Not Applicable
  - Less than 1% of Fifth Third Bancorp Common Stock: Not Applicable
<table>
<thead>
<tr>
<th>Name/Title</th>
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<th>3(b) Title &amp; Position</th>
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<th>4(b) Percentage of Voting Shares in Subsidiaries</th>
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<tr>
<td>Greg D. Carmichael</td>
<td>Cincinnati, Ohio USA Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Bank, a subsidiary of Fifth Third Bancorp</td>
<td>President and Chief Executive Officer of Fifth Third Bancorp</td>
<td>Not Applicable</td>
<td>Less than 1% of Fifth Third Bancorp Common Stock</td>
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<tr>
<td>Frank R. Forrest</td>
<td>Cincinnati, Ohio USA Executive Vice President, Chief Risk Officer of Fifth Third Bancorp</td>
<td>Executive Vice President, Chief Risk Officer of Fifth Third Bancorp</td>
<td>Not Applicable</td>
<td>Less than 1% of Fifth Third Bancorp Common Stock</td>
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<tr>
<td>Mark D. Hazel</td>
<td>Cincinnati, Ohio USA Senior Vice President and Controller of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Senior Vice President and Controller of Fifth Third Bancorp</td>
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<td>Arnaud Immans</td>
<td>Cincinnati, Ohio USA Executive Vice President and Chief Operations and Technology Officer of Fifth Third Bancorp</td>
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<td>Philip R. McHugh</td>
<td>Cincinnati, Ohio USA Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
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<td>Timothy N. Spence</td>
<td>Cincinnati, Ohio USA Executive Vice President and Chief Strategy Officer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
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<tr>
<td>Teresa J. Tanner</td>
<td>Cincinnati, Ohio USA Executive Vice President and Chief Administrative Officer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
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<td>Tayaun Tabin</td>
<td>Cincinnati, Ohio USA Executive Vice President and Chief Financial Officer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
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<td>Chad M. Barton</td>
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James C. Leonard
Director/Manager:
Fifth Third Commercial Funding, Inc.
Fifth Third Conduit Holdings, LLC
Fifth Third Holdings Funding, LLC

Officer:
Fifth Third Commercial Funding, Inc.  President
Fifth Third Investment Company  Senior Vice President & Treasurer
Fifth Third Financial Corporation  Senior Vice President & Treasurer
Fifth Third Bank  Executive Vice President and Treasurer
Fifth Third Holdings Funding, LLC  President
Fifth Third International Company  Treasurer
Fifth Third Equipment Finance Company  Senior Vice President & Treasurer
Walnut & Vine Holdings, LLC  Treasurer
Walnut & Vine Properties I, LLC  Treasurer
Walnut & Vine Properties II, LLC  Treasurer

Phillip R. McHugh
Director/Manager:
Fifth Third Securities, Inc.

Officer:
Fifth Third Financial Corporation  Executive Vice President
Fifth Third Bank  Executive Vice President

Timothy N. Spence
Director/Manager:
Fifth Third Capital Holdings, LLC

Officer:
Fifth Third Financial Corporation  Executive Vice President and Chief Strategy Officer
Fifth Third Bank  Executive Vice President and Chief Strategy Officer

Teresa J. Tanner
Director/Manager:
N/A

Officer:
Fifth Third Financial Corporation  Executive Vice President & Chief Administrative Officer
Fifth Third Bank  Executive Vice President & Chief Administrative Officer
Fifth Third Investment Company  Executive Vice President & Chief Human Resources Officer

Tayfun Tuzun
Director/Manager:
N/A

Officer:
Fifth Third Financial Corporation  Executive Vice President & Chief Financial Officer
Fifth Third Bank  Executive Vice President & Chief Financial Officer
Fifth Third Equipment Finance Company  Executive Vice President & Chief Financial Officer
Fifth Third International Company  Chief Financial Officer
Fifth Third Investment Company  Executive Vice President & Chief Financial Officer
Walnut & Vine Holdings, LLC  Chief Financial Officer
Walnut & Vine Properties I, LLC  Chief Financial Officer
Walnut & Vine Properties II, LLC  President
Fifth Third Conduit Holdings, LLC  President
<table>
<thead>
<tr>
<th>Directors</th>
<th>Presidents &amp; Chief Executive Officers</th>
<th>Executive Officers</th>
<th>Other Officers</th>
</tr>
</thead>
<tbody>
<tr>
<td>Greg D. Carmichael</td>
<td>President and Chief Executive Officer</td>
<td>Executive Vice President of Fifth Third Bancorp, a subsidiary of Fifth Third Bancorp</td>
<td>Senior Vice President and Controller of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Grant Harberd</td>
<td>President and Chief Legal Officer</td>
<td>Executive Vice President and Chief Financial Officer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Frank R. Forrest</td>
<td>President and Chief Risk Officer</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>James C. Leonard</td>
<td>President</td>
<td>Executive Vice President and Treasurer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Chief M. Botts</td>
<td>President</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Philip R. Morough</td>
<td>President</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Taylor Tunan</td>
<td>President</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Executive Vice President of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Mark D. Hazel</td>
<td>President</td>
<td>Senior Vice President and Controller of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Senior Vice President and Controller of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Lars C. Anderson</td>
<td>President</td>
<td>Executive Vice President and Chief Operating Officer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Executive Vice President and Chief Operating Officer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Timothy H. Spence</td>
<td>President</td>
<td>Executive Vice President and Chief Strategy Officer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
<td>Executive Vice President and Chief Strategy Officer of Fifth Third Bank, a subsidiary of Fifth Third Bancorp</td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Occupation if other than with Third Bancorp</td>
<td>Title &amp; Position with Subsidiaries or other Business</td>
<td>Percentage of Voting Shares in Subsidiaries or Other Businesses</td>
</tr>
<tr>
<td>---------------</td>
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<td>---------------------------------------------------------------</td>
</tr>
<tr>
<td>Teresa J. Tanner</td>
<td>Executive Vice President and Chief Administrative Officer of Fifth Third Bancorp</td>
<td>Executive Vice President and Chief Administrative Officer of Fifth Third Financial Corporation</td>
<td>See Attachment A</td>
</tr>
<tr>
<td>Sonna Somaly</td>
<td>Deputy General Counsel and Senior Vice President of Fifth Third Bancorp</td>
<td>Corporate Secretary of Fifth Third Financial Corporation</td>
<td>See Attachment A</td>
</tr>
</tbody>
</table>