UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): September 5, 2025



Fifth Third Bancorp

(Exact name of registrant as specified in its charter)

Ohio (State or other jurisdiction of incorporation)

Fifth Third Center
38 Fountain Square Plaza , Cincinnati , Ohio
(Address of Principal Executive Offices)

001-33653 (Commission File Number) 31-0854434 (IRS Employer Identification No.)

45263 (Zip Code)

(800) 972-3030 (Registrant's telephone number, including area code)

Not Applicable (Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below)

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)			ach exchange n registered
Common Stock, Without Par Value	FITB	The	NASDAQ	Stock Market LLC
Depositary Shares Representing a 1/1000th Ownership Interest in a Share of 6.625% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series I	FITBI	The	NASDAQ	Stock Market LLC
Depositary Shares Representing a 1/40th Ownership Interest in a Share of 6.00% Non-Cumulative Perpetual Class B Preferred Stock, Series A	FITBP	The	NASDAQ	Stock Market LLC
Depositary Shares Representing a 1/1000th Ownership Interest in a Share of 4.95% Non-Cumulative Perpetual Preferred Stock, Series K	FITBO	The	NASDAQ	Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \square

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. All statements other than statements of historical fact are forward-looking statements. These statements relate to our financial condition, results of operations, plans, objectives, future performance, capital actions or business. They usually can be identified by the use of forward-looking glaugage such as "expected to," "is anticipated," "potential," "restimate," "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. You should not place undue reliance on these statements, as they are subject to risks and uncertainties, including but not limited to the risk factors set forth in our most recent Annual Report on Form 10-K as updated by our filings with the U.S. Securities and Exchange Commission ("SEC"). When considering these forward-looking statements, 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. We undertake no obligation to release revisions to these forward-looking statements or reflect events or circumstances after the date of this document.

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) deteriorating credit quality; (2) loan concentration by location or industry of borrowers or collateral; (3) problems encountered by other financial institutions; (4) inadequate sources of funding or liquidity; (5) unfavorable actions of rating agencies; (6) inability to mantain or grow deposits; (7) limitations on the ability to receive dividends from subsidiaries; (8) cyber-security risks; (9) Fifth Third's ability to secure confidential information and deliver products and services through the use of computer systems and telecommunications networks; (10) failures by third-party service providers; (11) inability to manage strategic initiatives and/or organizational changes; (12) inability to implement technology system enhancements, including the use of artificial intelligence; (13) failure of internal controls and other risk management programs; (14) losses related to fraud, theft, misappropriation or violence; (15) inability to attract and retain skilled personne; (16) adverse impacts of government regulation; (17) governmental or regulatory changes or other actions; (18) failures to meet applicable capital requirements; (19) regulatory objections to Fifth Third's capital plan; (20) regulation of Fifth Third's derivatives activities; (21) deposit insurance premiums; (22) assessments for the orderly liquidation fund; (23) weakness in the national or local economies; (24) global political and economies; (25) changes in interest rates and the effects of inflation; (26) changes in U.S. trade policies, including the imposition of traiffs and relationsy tariffs; (27) changes and trends in capital markets; (28) fluctuation of Fifth Third's stock price; (29) volatility in mortgage banking revenue; (30) litigation, investigations, and enforment proceedings; (31) breaches of contrac

We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations or any changes in events, conditions or circumstances on which any such statement is based, except as any be required by law, and we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. The information contained herein is intended to be reviewed in its totality, and any stipulations, conditions or provisos that apply to a given piece of information in one part of this report should be read as applying mutatis mutandis to every other instance of such information appearing herein.

Item 2.06 Material Impairments

Fifth Third Bancorp (the "Bancorp") recently discovered alleged external fraudulent activity at a commercial borrower of Fifth Third Bank, National Association associated with their asset-backed finance loan.

On September 5, 2025, the Bancorp concluded that a material charge for impairment would result from this alleged external fraudulent activity. The outstanding balance on this loan is approximately \$200 million. Based on currently available information, the Bancorp currently estimates that the non-cash impairment charge associated with this asset-backed finance loan, which would be recognized in the third quarter of 2025, will be in the range of \$170 million to \$200 million.

The Bancorp is working with the appropriate law enforcement authorities in connection with this matter. The Bancorp has also engaged third party advisors to validate the extent of its potential fraud related losses which will be used in determining the actual impairment charge to be recognized during the third quarter of 2025.

Item 7.01 Regulation FD Disclosure

On September 10, 2025, Fifth Third Bancorp will present at the 2025 Barclays Global Financial Services Conference. A copy of this presentation is attached as Exhibit 99.1.

The information in this Form 8-K and Exhibits attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Exchange Act of 1934 or the Securities Act of 1933, except as shall be expressly set forth by specific reference.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 - Fifth Third Bancorp Presentation

Exhibit 104 - Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIFTH THIRD BANCORP

(Registrant)

/s/ Bryan D. Preston

Bryan D. Preston Executive Vice President and Chief Financial Officer

Date: September 9, 2025



Barclays Global Financial Services Conference

Tim Spence Chief Executive Officer September 10, 2025

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Cautionary Statement

This presentation 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. All statements other than statements of historical fact are forward-looking statements. These statements relate to our financial condition, results of operations, plans, objectives, future or or business. They usually can be identified by the use of forward-looking language such as "will likely result" imay." "are expected to," "is anticipated," "potential," "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," "an," or similar verbs. You should not place undue reliance on these statements, as they are subject to risks and uncertainties, including but not limited to the risk factors set forth in our most recent Annual Report on Form 10-K as updated by our fillings with the U.S. Securities and Exchange Commission ("SEC").

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Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

In this presentation, we may sometimes provide non-GAAP financial information, Please note that although non-GAAP financial measures provide useful insight to analysts, investors and regulators, they should not be considered in isolation or relied upon as a substitute for analysis using GAAP measures. We provide a discussion of non-GAAP measures and reconciliations to the most directly comparable GAAP measures in slides 40-41 of our 2Q25 earnings presentation, as well as on pages 26 through 28 of our 2Q25 earnings release.

Management does not provide a reconciliation for forward-looking non-GAAP financial measures where it is unable to provide a meaningful or accurate calculation or estimation of reconciling items and the information is not available without unreasonable effort. This is due to the inherent difficulty of forecasting the occurrence and the financial impact of various items that have not yet occurred, are out of the Bancorp's control or cannot be reasonably predicted. For the same reasons, Bancorp's management is unable to address the probable significance of the unavailable information. Forward-looking non-GAAP financial measures provided without the most directly comparable GAAP financial measures may vary materially from the corresponding GAAP financial measures.

Top performing regional bank with local scale and national reach

Assets \$210 billion

Ranked 10th in the U.S.1

Deposits

\$164 billion

Ranked 9th in the U.S.1

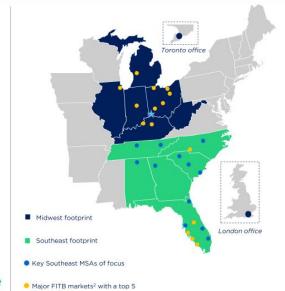
U.S. branches 1,089

Ranked 8th in the U.S.¹

Commercial Payments

Top 5 market share

across several TM product categories⁴



Leading position in the markets we compete in

Deposit share rankings3

#3 Fifth Third footprint

#2 Midwest

#6 Southeast

Top 10 deposit share in ~90% of retail footprint

Significant locational share in notable MSAs

#3	l ampa, FL	#6	
#3	Grand Rapids, MI	#1	
#4	Columbus, OH	#3	
#1	Indianapolis, IN	#3	
	#3	#3 Grand Rapids, MI #4 Columbus, OH	#3 Grand Rapids, MI #1 #4 Columbus, OH #3



Assets, deposits, and branches as of 6/30/25; 'Rankings as of 6/30/25 and consist of US commercial banks and exclude foreign, trust, & traditional investment banks; 'Includes MSAs with \$10BN- in deposits on a capped basis (deposits per branch capped at \$250MM per June 2024 FDIC data, Midwest and Southbast rankings represent in footprint deposit market share; 'Source: 2023 Sash Management Services Survey administered by EY

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Disciplined execution guided by core principles

#1 Stability

- · Resilient balance sheet
- · Strong credit profile
- Branch-originated insured deposits and operational deposits tied to payment services

#2 Profitability

- NII growth and NIM expansion
- Diverse fee mix with high total revenue contribution
- Expense discipline

#3 Growth

- Southeast demographics
- Modular, repeatable investments
- Tech-enabled product innovation

Consistent and disciplined management, with a long-term focus throughout the company

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Driving to consistently generate top results



Remain focused on long-term horizon Expect to continue generating top-tier financial results²

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Non-GAAP measure: see reconciliation and use of non-GAAP measures on pages 26-28 of the 2Q25 earnings release; 2See forward-looking statements of

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Delivering long-term shareholder outperformance with near-peer valuation



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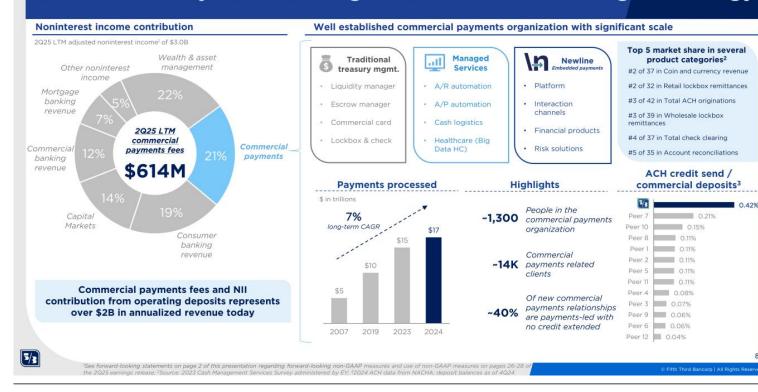
Current expectations - 3Q25 compared to 2Q25 As of September 10, 2025; please see cautionary statements on page 2

	As of July 17, 2025	As of September 10, 2025	
Avg. Ioans & leases (Including HFS)	stable to up ~1%	stable to up ~1%	
Net interest income ¹ (2Q25 baseline: \$1.500 billion)	up ~1% assumes 9/30/25 Fed funds rate of 4.25%	up ~1% assumes 9/30/25 Fed funds rate of 4.25%	
Noninterest income ¹ (2Q25 baseline: \$735 million; excludes securities g/l)	up 1 - 4%	up 5 - 7%	
Noninterest expense ¹ (2025 baseline: \$1.233 billion; excludes the market-to market impact of non-qualified deferred compensation)	up ~1%	up ~1%	
Net charge-off ratio	45 - 49 bps	N/A	
Provision for credit losses (Net charge-offs +/- reserve build/release)	N/A	\$220 - \$250MM Including \$170-\$200MM for loan impairment related to alleged fraud	
Effective tax rate	22 - 23%	23%	

We expect 3Q25 criticized assets & NPAs to decline from 2Q25, and 4Q25 net charge-offs to be ~40 bps

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Commercial Payments with significant scale and leading technology



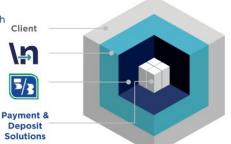
Embedded financial solutions driven by Newline

Newline offers the risk management of a large bank combined with the quality, sophistication, and product velocity of a software company

 Newline is vertically integrated API platform that enables enterprises to launch payment, card, and deposit solutions directly with Fifth Third Bank

Newline highlights

- 150+ clients
- Top 3 Merchant Acquiring Bank
- Top 5 Card issuing sponsor bank
- Top 10 ACH Originator
- 35% YoY deposit growth
- ~\$3.5BN in deposits



Embedded payment and deposit solutions

Payment solutions and money movement

 Full suite of batch and API payment offerings including wire, ACH, RTP, and FedNow (coming soon)

Bank Accounts

· Funds storage

Issuing and acquiring BIN sponsorships

 Issue consumer/commercial cards through utilization of BIN sponsorship

Client list includes a broad range of category leaders





Payments powered by Newline

Circle and Fireblocks have chosen to partner with Newline as they expand their stablecoin payment networks. These wins are both a strong market validation of our payments technology and indicative of the sorts of opportunities that should continue to arise for us

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DTS Connex - Adding scale and innovation in cash management

Company Overview



- DTS Connex is a leading platform for managing daily cash operations catering to retailers, financial institutions, and multi-store businesses
- · Simplifies cash management processes, providing real-time data on cash transactions and inventory
- ~250 customers with more than 120,000 locations

Compliments existing cash logistics strategy

Expanded distribution channel with 5/3 sales force



Robust, marquee client base



Capital-light, feebased business



Optimize cash operations



Key Products

Sales /

Services

Retail



Shipping charges for client money transportation



Deposit locations: monthly fee for daily cash deposit function



Change orders: monthly fee for daily change orders

Branch Bank



Delivers DTS tools to banks' retail branches



White label tool for banks to resell Deposit and Change Order solutions to their clients (tier 2/3 banks)

Description

Value Proposition of Product Offerings

- Optimizes cash operations and provides realtime insights on cash levels
- Allows retailers to coordinate daily currency transportation with courier services to / from bank vaults
- Enhances retailer efficiency through reduced cash touchpoints, allowing employees to focus on higher-value tasks
- Reduces fraud for retailers through reconciliation reporting on Smart devices (Smart Safes, Smart Recyclers)
- Ability to tailor offering to provide retailer clients with provisional credit based on realtime cash analytics

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Outperforming market across our branch footprint, led by double digit gains in high-growth Southeast markets

Deposit share rank in MSAs where Fifth Third operates¹

As of June 30, 2024; deposits capped at \$250MM

Deposit share rankings

#2 Midwest
10.9% deposit share

9th
14th
13th
#6 Southeast
3.9% deposit share

Southeast has favorable population trends



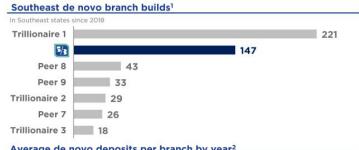
		Midwest Footprint ¹	Southeast Footprint	
Deposit Share		10.9%	3.9%	
Locational Share		8.7%	5.4%	
Capped Deposit Growth (YoY)	Fifth Third	2.2%	15.7%	
	Market Avg.	1.2%	0.2%	
Avg Deposits per Branch	Fifth Third	\$122MM	\$82MM	
	Market Avg.	\$96MM	\$114MM	
3-year GDP growth (%) Population growth since 2010 (%)		4.9%	9.5%	
		1.4%	17.9%	

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Source: 2024 FDIC Summary of Deposits; ²Data sourced from S&P Global Market Intelligence

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Southeast investments and execution lead to strong deposit growth and profitability





Average de novo deposits per branch by year²



Southeast investments driving strong growth

Southeast CAGR from 2019-2Q25

Total Deposits 9%

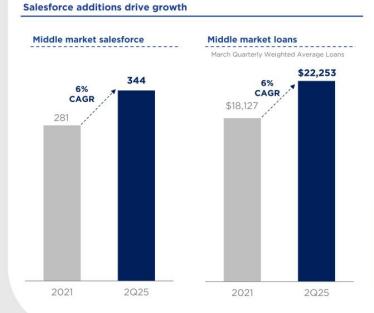
Middle Market Deposits 5%

Wealth & Asset Management AUM 10%

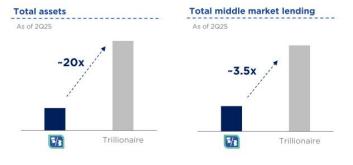
Middle Market Fees (MTT) 8%

~\$15B-\$20B deposit opportunity over the next 7 years³ from continued growth and seasoning of Southeast branch investments

Middle Market growing and expanding its reach



Relative asset size does not reflect middle market scale



Recent expansion markets

- Birmingham, Alabama Central Valley (California)
- Savannah, Georgia

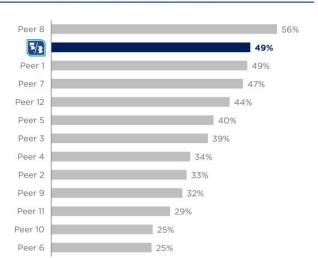


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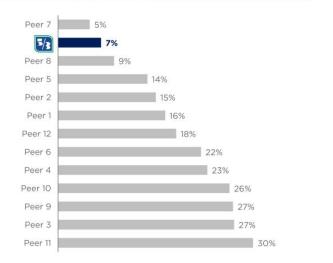
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High-quality consumer deposit franchise





Low Relationship-Value Deposits²



Smaller proportion of low relationship value consumer deposits than most peers

Customer-centric, technology-led product innovation and development

Customer satisfaction



#1
for banking mobile
app user
satisfaction among
regional banks

New customer engagement & impact

25K

Free estate plans provided since launch (May-25)

2 in 3

New mobile active Momentum checking customers engage with the onboarding portal

>75%

Of direct deposit switches take less than 5 minutes¹

Fifth Third Momentum Banking: Combining the best of fintech and traditional banks

Unique value proposition

- ✓ Noninterest bearing checking product, given the other valuable services provided
- ✓ Ongoing product enhancements
- ✓ Granular, sticky deposit growth
- Higher primacy and higher retention than previous new-to-bank customers

~1.6 million Momentum HHs

-64% of total consumer, up from ~38% in 1Q22

Product features

	No monthly service fee	No minimum balance	Track savings goals	
\$	Free Overdraft Protection	Automatic overdraft protection transfer from savings to checking with no fee		
å	MyAdvance™	Ability to advance funds against future qualified direct deposits (line starts at \$100, up to \$1,000)		
0	Extra Time®	Additional time to make a deposit and avoid overdraft fees (until midnight the following business day)		
20	Early Pay	Free access to direct deposit up to two days early		
(0)	Smart Shield®	Free 24/7 monitoring, automated threat blocking, support, and smart alerts		
	Estate Planning	NEW Free access to a secure, guided online experience to creat a state-specific, attorney approved will - in less than one hour		

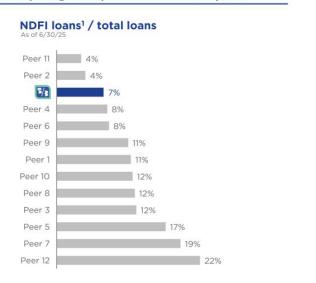
Direct deposit setups completed through the automated direct deposit switch solution in the mobile a

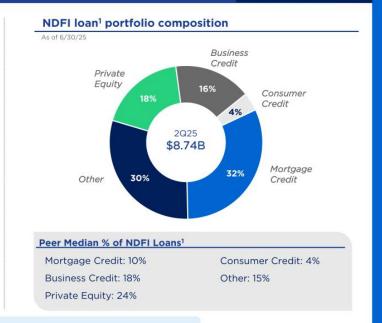
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Relationship focused, main street lender with lower NDFI exposure

Comparing NDFI portfolio relative to peers





Among the lowest NDFI concentration relative to peers

5/3

Source: Call Report; Domestic Offices; NDFI includes the following captions within schedule RC-C Part I - mortgage credit intermediaries, business credit intermediaries, private against funds, consumer credit intermediaries and other loans to pendencellary financial institutions.

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Why Fifth Third

- √ Well-diversified and resilient balance sheet to provide stability and profitability
- ✓ Consistent investments to generate balanced and growing revenue streams while maintaining peer-leading expense discipline
- ✓ Multi-year track record of making appropriate and preemptive changes to the business
- ✓ Transparent management team

Positioned to generate long-term sustainable value to shareholders despite the environment

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