

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): April 15, 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)	Name of each exchange on which registered		
Common Stock, Without Par Value	FITB	The	NASDAQ	Stock Market LLC
Depository 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
Depository 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
Depository 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.

Item 7.01 Regulation FD Disclosure

On April 15, 2025, the following presentation will be made during the 2025 Annual Meeting of Shareholders of Fifth Third Bancorp. 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.

Date: April 15, 2025

FIFTH THIRD BANCORP
(Registrant)

/s/ Bryan D. Preston

Bryan D. Preston
Executive Vice President and
Chief Financial Officer



Annual Meeting of Shareholders

April 15, 2025

Agenda



FIFTH THIRD BANCORP Annual Meeting of Shareholders April 15, 2025

- Call to Order
- Introductions
- Matters to be Acted Upon
 1. Nomination and Election of Directors
 2. Ratification of the Selection of Auditors
 3. Approval of Company's Compensation of its Named Executive Officers
- Business Update
- Announcement of Voting Results on All Matters Presented
- Question and Answer Session
- Adjournment



Achieving strong performance in a dynamic environment

Stability

+12 bps Increase in NIM
4Q24 vs. 4Q23

73% Loan-to-core
deposit ratio

10.57% CET1
+28 bps vs. 2023

Profitability

(Full Year 2024)

59.2% Efficiency ratio¹

1.09% Return on
average assets

12.47% Return on average
common equity

Growth

+6% Southeast household growth
vs. 2023

+25% Increase in Middle Market
Relationship Managers in
high growth areas vs. 2023

31 New Branches in the
Southeast

**Positioned to generate long-term sustainable
value to shareholders**



Leading to top returns for our shareholders

Total shareholder return

	5 Year		7 Year		10 Year	
	12/31/19 - 12/31/24		12/31/17 - 12/31/24		12/31/14 - 12/31/24	
1	FITB	68%	FITB	81%	Peer 9	212%
2	Peer 9	68%	Peer 9	77%	FITB	191%
3	Peer 10	49%	Peer 8	70%	Peer 8	188%
4	Peer 8	46%	Peer 3	53%	Peer 11	149%
5	Peer 3	38%	Peer 11	38%	Peer 7	144%
6	Peer 11	36%	Peer 4	36%	Peer 3	130%
7	Peer 4	31%	Peer 7	33%	Peer 10	105%
8	Peer 7	24%	Peer 10	31%	Peer 4	98%
9	Peer 1	11%	Peer 6	17%	Peer 1	90%
10	Peer 5	8%	Peer 5	17%	Peer 5	81%
11	Peer 2	(0%)	Peer 2	16%	Peer 6	63%
12	Peer 6	(3%)	Peer 1	(3%)	Peer 2	50%

Dividends declared per common share growth



Delivering peer-leading, long-term shareholder return²



Improving the well-being of our communities

Dedicated to strengthening our communities

Key highlights



We have delivered more than **\$42 billion** of our \$100 billion sustainability and stewardship target, to be achieved through 2030



Over **\$1.4B** provided in community development lending and investment. Established two new products – **Small Business Catalyst Fund** and **New Market Tax Credit**



Delivered over **\$28.5 million** in charitable donations to support communities



Exceeded our \$180 million goal providing **\$240 million in investment** to Neighborhood Investment Programs in nine communities



Strengthening our culture and employee connections

National recognition



#1 in Florida for Retail Banking Customer Satisfaction

First quarter 2025 earnings conference call



**Thursday,
April 17, 2025
9:00 AM ET**

The conference call will be webcast live and may be accessed through the Fifth Third Investor Relations website at ir.53.com

Question & answer session



If you were unable to submit a question through the virtual meeting or have additional questions after the meeting, please send an email to Investor Relations at ir.53.com



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 performance, capital actions 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," "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," "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").

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 maintain 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 personnel; (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 economic uncertainty or negative actions; (25) changes in interest rates and the effects of inflation; (26) changes and trends in capital markets; (27) fluctuation of Fifth Third's stock price; (28) volatility in mortgage banking revenue; (29) litigation, investigations, and enforcement proceedings; (30) breaches of contractual covenants, representations and warranties; (31) competition and changes in the financial services industry; (32) potential impacts of the adoption of real-time payment networks; (33) changing retail distribution strategies, customer preferences and behavior; (34) difficulties in identifying, acquiring or integrating suitable strategic partnerships, investments or acquisitions; (35) potential dilution from future acquisitions; (36) loss of income and/or difficulties encountered in the sale and separation of businesses, investments or other assets; (37) results of investments or acquired entities; (38) changes in accounting standards or interpretation or declines in the value of Fifth Third's goodwill or other intangible assets; (39) inaccuracies or other failures from the use of models; (40) effects of critical accounting policies and judgments or the use of inaccurate estimates; (41) weather-related events, other natural disasters, or health emergencies (including pandemics); (42) the impact of reputational risk created by these or other developments on such matters as business generation and retention, funding and liquidity; (43) changes in law or requirements imposed by Fifth Third's regulators impacting our capital actions, including dividend payments and stock repurchases; and (44) Fifth Third's ability to meet its environmental and/or social targets, goals and commitments.

You should refer to our periodic and current reports filed with the Securities and Exchange Commission, or "SEC," for further information on other factors, which could cause actual results to be significantly different from those expressed or implied by these forward-looking statements. 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. 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 may 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 press release should be read as applying mutatis mutandis to every other instance of such information appearing herein. Copies of those filings are available at no cost on the SEC's website at www.sec.gov or on our website at www.53.com.

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 on pages 27 through 29 of our 4Q24 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.

