

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 13, 2021



FIFTH THIRD BANCORP

(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction  
of incorporation)

001-33653  
(Commission  
File Number)

31-0854434  
(IRS Employer  
Identification No.)

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

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 13, 2021, the following presentation will be made during the 2021 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)

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**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 13, 2021

**FIFTH THIRD BANCORP**  
(Registrant)

/s/ James C. Leonard

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James C. Leonard  
Executive Vice President and  
Chief Financial Officer



**FIFTH THIRD BANCORP**

**Annual Meeting of Shareholders  
April 13, 2021**



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# Agenda



## FIFTH THIRD BANCORP Annual Meeting of Shareholders April 13, 2021

- Call to Order
- Introductions
- Approval of 2020 Minutes
- Nomination and Election of Directors
- Ratification of the Appointment of External Auditors
- Approval of Named Executive Officer Compensation
- Determination of Frequency of Votes on Named Executive Officer Compensation
- Approval of the Fifth Third Bancorp 2021 Incentive Compensation Plan
- Approval of an amendment to the Fifth Third Bancorp Articles of Incorporation to eliminate statutory supermajority vote requirements
- Approval of an amendment to the Fifth Third Bancorp Articles of Incorporation to eliminate cumulative voting
- Business Update
- Announcement of Preliminary Voting Results on All Matters Presented
- Question and Answer Session
- Adjournment



# Living our purpose guided by our vision and values

## Our Purpose

To improve the lives of our customers and the well-being of our communities

## Our Vision

Be the One Bank people most value and trust

## Our Core Values

Work as One Bank

Take Accountability

Be Respectful

Act with Integrity



*Our purpose, vision, and core values support our commitment to generating sustainable value for stakeholders*



# Committed to generating sustainable value

Environmental, Social, and Governance (ESG) actions and impact

## Actions

**\$41.6BN** Delivered against 2016 \$32BN community commitment<sup>1</sup>

**\$18 Minimum wage per hour** (since 2019)

**\$2.8BN commitment**

To accelerate racial equity, equality and inclusion

**6 goals by 2025**

To support inclusion and diversity within workforce and for its diverse suppliers

**2.6M+**

People educated through our L.I.F.E. programs<sup>2</sup>

**200,000** Hours community service<sup>3</sup>

**59%** Women in workforce; **33%** Board gender diversity

**Carbon neutral**

In 2020 for our operations, including scopes 1, 2 and 3 (business travel)  
First regional U.S. bank to achieve neutrality

**\$5.4BN** In lending and financing to renewable energy projects towards our  
\$8BN sustainable financing goal by 2025<sup>4</sup>

**ESG Committee**

Established in 2020, reports to Nominating & Corporate Governance Committee

## Impact

**World's Most Ethical Companies**

Recognized by Ethisphere in 2021

**Most Responsible Companies**

Recognized by Newsweek in 2020

**America's Best Large Employers**

Recognized by Forbes in 2021

**Diversity Best Practices**

Inclusion Index Company in 2020

**Outstanding**

Rating on our most recent CRA exam

**100% Score**

Human Rights Campaign Corporate Equality Index for sixth consecutive year

**A- Leadership Band** 2019 & 2020 CDP surveys

**Green Power Leadership**

2020 award from Environmental Protection Agency

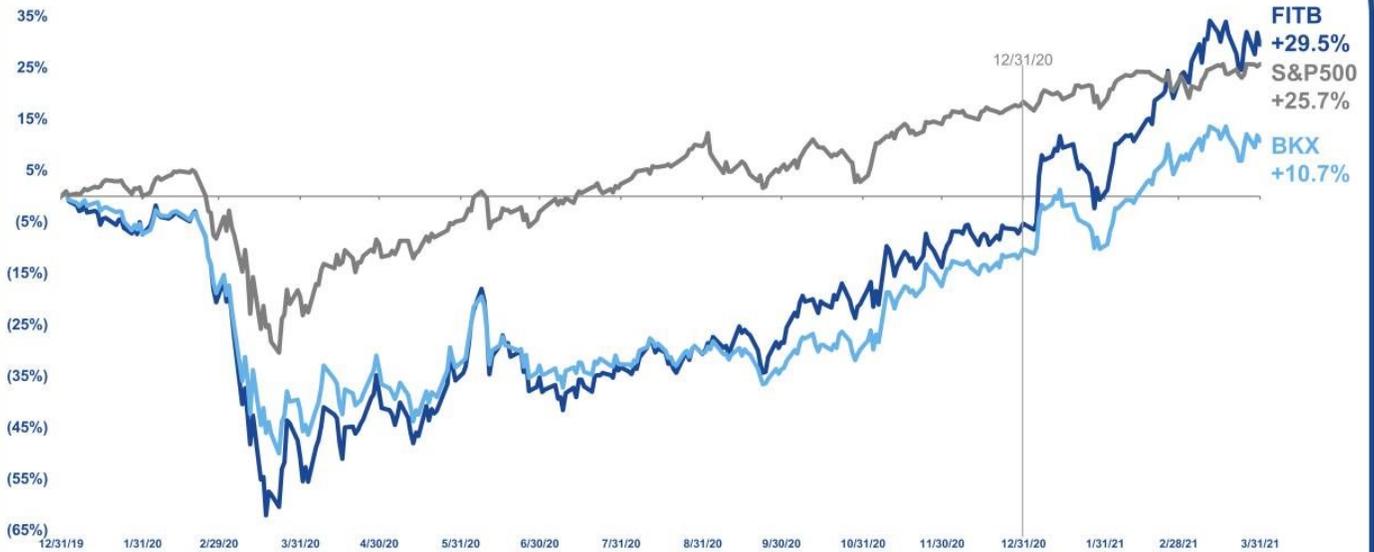
**Winning "W" Company**

Recognized by 2020 Women on Boards (2020WOB)

<sup>1</sup>2016-2020; <sup>2</sup>since 2004; <sup>3</sup>2019-2020; <sup>4</sup>Since 2012



## Total shareholder returns since the beginning of 2020



***Fifth Third total shareholder returns have rebounded from March 2020 lows, outperforming the KBW bank stock index by year-end 2020***

***Total return has outperformed the S&P500 by ~4% as of March 31, 2021***

Total shareholder returns include stock price performance plus gross reinvestment of dividends; Bloomberg

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## First quarter 2021 earnings conference call

**Tuesday**  
**April 20, 2021**  
**9:00 AM ET**

The conference call will be webcast live and may be accessed through the Fifth Third Investor Relations website at [www.53.com](http://www.53.com) (click on “About Us” then “Investor Relations”)



## 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](mailto: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. 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”). 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. 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) effects of the global COVID-19 pandemic; (2) deteriorating credit quality; (3) loan concentration by location or industry of borrowers or collateral; (4) problems encountered by other financial institutions; (5) inadequate sources of funding or liquidity; (6) unfavorable actions of rating agencies; (7) inability to maintain or grow deposits; (8) limitations on the ability to receive dividends from subsidiaries; (9) cyber-security risks; (10) Fifth Third’s ability to secure confidential information and deliver products and services through the use of computer systems and telecommunications networks; (11) failures by third-party service providers; (12) inability to manage strategic initiatives and/or organizational changes; (13) inability to implement technology system enhancements; (14) failure of internal controls and other risk management systems; (15) losses related to fraud, theft, misappropriation or violence; (16) inability to attract and retain skilled personnel; (17) adverse impacts of government regulation; (18) governmental or regulatory changes or other actions; (19) failures to meet applicable capital requirements; (20) regulatory objections to Fifth Third’s capital plan; (21) regulation of Fifth Third’s derivatives activities; (22) deposit insurance premiums; (23) assessments for the orderly liquidation fund; (24) replacement of LIBOR; (25) weakness in the national or local economies; (26) global political and economic uncertainty or negative actions; (27) changes in interest rates; (28) changes and trends in capital markets; (29) fluctuation of Fifth Third’s stock price; (30) volatility in mortgage banking revenue; (31) litigation, investigations, and enforcement proceedings by governmental authorities; (32) breaches of contractual covenants, representations and warranties; (33) competition and changes in the financial services industry; (34) changing retail distribution strategies, customer preferences and behavior; (35) difficulties in identifying, acquiring or integrating suitable strategic partnerships, investments or acquisitions; (36) potential dilution from future acquisitions; (37) loss of income and/or difficulties encountered in the sale and separation of businesses, investments or other assets; (38) results of investments or acquired entities; (39) changes in accounting standards or interpretation or declines in the value of Fifth Third’s goodwill or other intangible assets; (40) inaccuracies or other failures from the use of models; (41) effects of critical accounting policies and judgments or the use of inaccurate estimates; (42) weather-related events, other natural disasters, or health emergencies (including pandemics); (43) the impact of reputational risk created by these or other developments on such matters as business generation and retention, funding and liquidity; and (44) changes in law or requirements imposed by Fifth Third’s regulators impacting our capital actions, including dividend payments and stock repurchases.*

*You should refer to our periodic and current reports filed with the 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. Copies of those filings are available at no cost on the SEC’s Web site at [www.sec.gov](http://www.sec.gov) or on our Web site at [www.53.com](http://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.*



