

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF FIFTH THIRD BANCORP**

**AS APPROVED BY THE BOARD OF DIRECTORS  
ON DECEMBER 17, 2002**

**I. AUTHORITY AND MEMBERSHIP**

The members of the Committee are appointed annually by the Board of Directors of Fifth Third Bancorp (the "Corporation") on the recommendation of the Committee. The members of the Committee shall serve until their successors are duly elected and qualified by the Board. The Committee shall be comprised of three or more members, all of whom must qualify as independent directors ("Independent Directors") under the standards for Nasdaq National Market issuers or such other exchange or system upon which the Corporation's securities are listed, quoted or traded ("Nasdaq") and any standards of independence as may be prescribed for purposes of any federal securities, tax, banking or other laws relating to the Committee's duties and responsibilities. No member of the Committee shall be removed except by majority vote of the Independent Directors then in office. The Committee shall meet at least four times annually.

Director's fees are the only compensation that a Committee member may receive directly or indirectly from or on behalf of the Corporation .

The Board will appoint one of the members of the Committee to serve as Committee Chair on the recommendation of the Committee. The Committee may also appoint a Secretary, who need not be a Director.

The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Corporation to provide the Committee with the support of one or more Corporation employees to assist it in carrying out its duties. The Corporation shall provide for appropriate funding, as determined solely by the Committee, for payment of compensation to any advisors employed by the Committee. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee.

**II. PURPOSE OF THE COMMITTEE**

The Committee's primary purpose is to:

- Develop and recommend to the Board corporate governance policies and guidelines for the Corporation and for identifying and nominating director and committee member candidates; and

- Nominate directors for election to the Board and appointment to committee membership.

### **III. RESPONSIBILITIES OF THE COMMITTEE**

#### **A. Charter Review**

- Review and reassess the adequacy of this charter annually and recommend to the Board any proposed changes to this charter; and
- Publicly disclose the charter and any such amendments at the times and in the manner required by the SEC and/or any other regulatory body or stock exchange having authority over the Corporation, and in all events post such charter and amendments to the Corporation's website.

#### **B. Corporate Governance Policies**

- Recommend to the Board policies to enhance the Board's effectiveness, including the size and composition of the Board, the frequency and structure of Board meetings, the frequency, structure and guidelines for calling executive sessions of Independent Directors, procedures for Board Meetings including distribution of meeting materials, and the formation of new Board committees.
- Create and review at least annually, the corporate governance policies of the Corporation, including Corporate Governance Guidelines, Code of Business Conduct and Ethics, and Document Retention and Destruction Policy, to ensure that they are appropriate for the Corporation and comply with applicable laws, regulations and listing standards, and to recommend any desirable changes to the Board.
- Establish and review at least annually an enforcement mechanism for the Corporation's Code of Business Conduct and Ethics;
- Consider any other corporate governance issues that arise from time to time, including requests for waivers from the Corporation's Code of Business Conduct and Ethics or Corporate Governance Guidelines, and develop appropriate recommendations for the Board.
- Review at least annually the Corporation's succession plans for its CEO and other executive officers and make recommendation to the Board regarding the same.

- Review and advise the Board from time to time with respect to the functions of the Corporation's executive officers and the governance structure of the Corporation.

#### C. Board Membership

- Investigate and assess the backgrounds and skills required of Board members and those of potential candidates for Board membership.
- Nominate candidates to be presented to the Shareholders for election or to the Board for appointment to fill vacancies accordingly, considering the independence and other qualifications of each candidate and seeking an appropriately diversified Board.
- Establish training and orientation programs for all new Board members.
- Maintain an active file of suitable candidates for consideration as nominees to the Board.
- Recommend to the Board standards for determining director independence and other qualifications consistent with the requirements applicable to Nasdaq and other legal or regulatory requirements and review and assess these standards on a periodic ongoing basis.

#### D. Committee Memberships

- Make recommendations to the Board for membership on the various Board committees (considering the qualifications for membership on each committee and the extent to which there should be a policy of periodic rotation of directors among the committees).
- Recommend to the Board such changes to the Board's committee structure and committee functions as it deems advisable.
- Recommend committee members for chairs of such Board committees.
- Establish training and orientation programs for all new committee members.

#### E. Board Compensation

- Recommend director and committee member and chair compensation for those directors who are not also salaried officers of the Corporation to the full Board of Directors.

F. Evaluation of the Board, Committees and Executive Officers

- Review on at least an annual basis the Board's performance as a whole, each committees' performance as a whole and each individual director's performances.
- Establish continuing education programs for all Board and committee members.
- Review on at least an annual basis the performance of the Corporation's CEO and other executive officers.

G. General

- Form and delegate authority to subcommittees when appropriate.
- Retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, with such fees to be borne by the Corporation.
- Report to the Board on the Committee's activities at each Board meeting.
- Annually review the performance of the Committee.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Corporation whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.