

*As Approved by the Board of Directors
of Fifth Third Bancorp on June 17, 2003
and of Fifth Third Bank on June 17, 2003*

**CHARTER
OF THE
RISK AND COMPLIANCE JOINT COMMITTEE
OF THE
BOARDS OF DIRECTORS OF
FIFTH THIRD BANCORP
AND
FIFTH THIRD BANK**

I. AUTHORITY AND MEMBERSHIP

The Committee shall be a joint committee of the Boards of Directors of Fifth Third Bancorp (the “Corporation”) and of Fifth Third Bank, an Ohio corporation (the “Bank”). The Committee initially, and at all times thereafter, will be comprised of at least three members, at least one of whom must be a director of the Bank. The Committee may increase the number of Members from time to time thereafter. In connection with each such increase, the Committee shall determine whether the additional member(s) shall be from the Board of Directors of the Corporation or from the Board of Directors of the Bank. Regardless of the number of members that the Committee may have, at all times the Committee shall be comprised solely of members who meet all of the following eligibility criteria:

- The member must satisfy the independence requirements applicable to Nasdaq National Market issuers or such other exchange or system upon which the Corporation's securities are listed, quoted and/ 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.
- The member must not be an executive officer as defined in Regulation O of the Board of Governors of the Federal Reserve (12 C.F.R. Section 215.2(e)(1)) of the Corporation, the Bank or any other direct or indirect subsidiary of the Corporation (collectively, “Fifth Third”).
- The member must not be an employee, officer, a former officer or an “affiliated person” of Fifth Third.
- The member must not directly or indirectly own more than ten percent (10%) of the outstanding shares of the Corporation’s common stock or

any other class of the Corporation's capital stock as may be outstanding from time to time.

- The member must not serve as an executive officer or policy making officer of any entity that owns more than ten percent (10%) of the outstanding shares of the Corporation's common stock or any other class of the Corporation's capital stock as may be outstanding from time to time.

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

The members of the Committee representing the Corporation shall be recommended by the Corporation's Nominating and Corporate Governance Committee and approved by the entire Board. The members of the Committee representing the Bank shall be recommended and approved by the Bank's entire Board. The members of the Committee shall serve until their successors are duly elected and qualified by the respective Board that appointed such member.

The Committee will elect one of its members to serve as Committee Chair. The Committee may also appoint a Secretary, who need not be a Director. The Secretary shall keep detailed minutes of each Committee meeting.

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 and/or the Bank to provide the Committee with the support of one or more Fifth Third 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 Fifth Third 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:

- Oversee management's compliance with all of Fifth Third's regulatory obligations arising under applicable federal and state banking laws, rules and regulations, including any terms and conditions required from time to time by any action, formal or informal, of the Board of Governors of the Federal Reserve, the Federal Reserve Bank of Cleveland, the Office of the Comptroller of the Currency, or any other federal or state banking regulatory agency or authority (each a "Banking Regulator"), and any

responses of management to any inquiries from any applicable Banking Regulator; and

- Oversee management's implementation and enforcement of Fifth Third's risk management policies and procedures.

III. RESPONSIBILITIES OF THE COMMITTEE

A. Charter Review

The Committee shall:

- 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. Compliance Oversight

The Committee shall:

- Ensure that the Corporation is taking appropriate measures to address all existing regulatory requirements, and new requirements that may be enacted hereafter, including those under the Bank Holding Company Act, the Patriot Act, the Bank Secrecy Act and similar laws, rules and regulations;
- Become familiar with the terms and conditions of any and all orders, Memoranda of Understanding, Written Agreements, other agreements, supervisory letters or similar actions of any Banking Regulator ("Orders") and Fifth Third's responsibility to comply with such Orders;
- Review management progress in taking the appropriate steps within acceptable timeframes, to comply with the requirements of the terms of any Order;
- Review and ensure proper and timely management response to all issues identified in all audits (whether internal or external) of Fifth Third's regulatory functions as may be undertaken from time to time as directed by the Committee;

- Work with the Audit Committee of the Corporation’s Board of Directors to ensure that any and all audit related deficiencies identified in any audit or Order are properly addressed and that the Audit Committee is informed of management’s progress in responding to any audit or Order;
- Review management reporting to all Banking Regulators and to serve as a contact point for any applicable Banking Regulator with respect to all matters relating to any Order; and
- Review and approve the broad policies submitted by management that are designed to comply with the terms of any Order and applicable laws, rules and regulations.

C. Risk Management

1. General

The Committee shall:

- Ensure that the Corporation is taking appropriate measures to identify, assess, monitor, control and mitigate Fifth Third’s risks in the areas of asset and liability management, credit, market, operations (including new products), technology and acquisition integration;
- Periodically review and approve the Corporation’s risk management framework, including the development of effective policies, processes and procedures; and
- Review information relating to compliance with both external regulations and internal policies regarding asset and liability management, market risk, credit risk, operational risk, new products, technology, and integration of acquired entities.

2. Asset and Liability Management.

- Management shall develop and maintain an asset and liability management policy (the “A&L Policy”), which policy shall be discussed by the Committee with management. Following such discussion, and after taking into consideration any matters as the Committee may deem advisable and appropriate, including management’s recommendation, the Committee shall annually recommend the A&L Policy to the Boards of Directors of the Corporation and the Bank for approval. In addition, the Committee may authorize management to develop and implement any additional

detailed policies and procedures relating to asset and liability management as may be consistent with the A&L Policy.

- The Committee shall review the Corporation's capital position; liquidity position; the sensitivity of the Corporation's earnings under varying interest rate scenarios; the status of the securities portfolio and end-user derivatives portfolio; and trends in the economy in general and interest rates in particular with a view toward their impact on the Corporation.

3. Market Risk.

- Management shall develop and maintain a market risk policy (the "MR Policy"), which policy shall be discussed by the Committee with management. Following such discussion and after taking into consideration any matters as the Committee may deem advisable and appropriate, including management's recommendation, the Committee shall annually recommend the MR Policy to the Boards of Directors of the Corporation and the Bank for approval. In addition, the Committee may authorize management to develop and implement any additional detailed policies and procedures relating to market risk as may be consistent with the MR Policy.
- The Committee shall review the Corporation's market risk resulting from the Corporation's trading activity; market risk limits for each risk type, and information on value at risk models; and trends affecting the various markets and products to which the Corporation has exposure.

4. Credit Risk.

- Management shall develop and maintain a lending and investing policy (the "L&I Policy"), which policy shall be discussed by the Committee with management. Following such discussion, and after taking into consideration any matters as the Committee may deem advisable and appropriate, including management's recommendation, the Committee shall annually recommend the L&I Policy to the Boards of Directors of the Corporation and the Bank for approval. In addition, the Committee may authorize management to develop and implement any additional detailed policies and procedures relating to credit risk as may be consistent with the L&I Policy.
- The Committee shall review matters relating to specific portfolios and/or specific industries; non-performing assets and owned real estate of the Corporation, charge-offs and the level and adequacy of the allowance for loan and lease losses; corporate limits on lending, such as house limits, industry concentration limits, country exposure limits

and investing limits; and trends in the economy in general and in the lending industry in particular relating to credit risk.

- The Committee shall, from time to time, receive reports and information from the Corporation's credit risk review department, including an annual examination/review schedule prepared by credit risk review, as well as information regarding the independence of credit risk review. The head of the credit risk review department shall report to both the Committee and to the Corporation's risk management division. The Committee shall also be entitled to request such other reports and information, including relevant forecast information, as it may deem desirable and appropriate from external or internal sources, including from other committees of the Boards of Directors, and shall similarly provide access to its reports and information.

5. Operational Risk.

- Management shall develop and maintain an operational risk policy (the "Operational Risk Policy"), which policy shall be discussed by the Committee with management. Following such discussion, and after taking into consideration any matters as the Committee may deem advisable and appropriate, including management's recommendation, the Committee shall annually recommend the Operational Risk Policy to the Boards of Directors of the Corporation and the Bank for approval. In addition, the Committee may authorize management to develop and implement any additional detailed policies and procedures (including but not limited to technology policies and acquisition integration policies) relating to operational risk as may be consistent with the Operational Risk Policy.
- The Committee shall review management reports relating to operational risk issues in areas including but not limited to: internal and external fraud; development of material products and services; execution, delivery and process management; acquisition integration issues; technology risks and technology strategies; business disruption and system failures; and business practices generally.

D. General

The Committee shall:

- Act completely independent of management and shall have the power and authority to contract with third parties for advice or to accomplish the terms or purpose of any Order; meet as a Committee with or without the presence of any member of senior management as

determined to be necessary by the Committee; and meet with any third party, including any Banking Regulator or other regulatory agencies, without the presence of senior management as desired by the Committee;

- Form and delegate authority to subcommittees when appropriate;
- Retain and terminate any risk management or other consultant to be used to assist in the evaluation of Fifth Third's risk management and compliance activities by the Committee; have sole authority to approve such consultant's fees and other retention terms; and have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;
- Meet monthly, provide a monthly written report to the full Boards of Directors of both the Corporation and the Bank and orally report to the respective Board on the Committee's activities at each Board meeting; and
- 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 Fifth Third 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 of either the Corporation or the Bank as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.