

FIFTH THIRD BANCORP (FITB)

2026 DEF 14A · filed 2026-03-09 · CIK 0000035527

Headline facts

CEO TOTAL PAY

\$11,052,366

Timothy N. Spence · 2025 · + 9% YoY

CEO PAY RATIO CD&A

146 to 1

SAY ON PAY

Not disclosed

COMPENSATION COMMITTEE CD&A

Human Capital and Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Peer snapshot

3 peers auto-selected from FITB's disclosed compensation peer group. Each row shows the peer's latest filing.

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
PNC PNC FINANCIAL SERVICES GROUP, INC.	\$29,503,081	—	—	Compensation Committee
HBAN HUNTINGTON BANCSHARES INC /MD/	\$12,124,358	135 to 1	\$89,658	Human Resources and Compensation Committee
KEY KEYCORP /NEW/	\$11,522,025	127 to 1	\$91,077	Compensation and Organization Committee

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Timothy N. Spence President and Chief Executive Officer, Fifth Third Bancorp	\$1,116,635	\$7,140,040	\$2,328,750	\$466,941	\$11,052,366
James C. Leonard Executive Vice President and Chief Operating Officer	\$736,712	\$2,550,037	\$1,165,000	\$163,431	\$4,615,180
Bryan D. Preston Executive Vice President and Chief Financial Officer	\$675,481	\$2,040,012	\$902,500	\$130,682	\$3,748,675
Robert P. Shaffer Executive Vice President and Chief Risk Officer	\$685,096	\$2,040,012	\$830,500	\$138,947	\$3,694,555
Kevin P. Lavender Executive Vice President and Head of Commercial Bank	\$685,097	\$2,040,012	\$818,500	\$133,322	\$3,676,931
Jude A. Schramm Executive Vice President and Chief Information Officer	\$593,971	\$1,020,006	\$787,500	\$128,544	\$2,530,021

CEO pay mix (latest year)

Base salary	10%
Cash incentive	21%
Equity	65%
Other	4%
At-risk	86%

Every fact above, traced back to filing text

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CEO pay ratio = 146 to 1

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“S-K. As of December 31, 2025: • The median annual total compensation of all employees of our company (other than the CEO) was \$75,501 and • The annual total compensation of our CEO, as reported in the Summary Compensation Table included on page 65, was \$11,052,366. Based on this information, for 2025, the ratio of the annual total compensation for our CEO to the median of the annual total compensation of our employees was 146 to 1. In order to determine this ratio, we first identified one of our employees as the median employee. Since only 11% of our employees receive equity compensation, we c...”

Median employee compensation = —

Extracted from: Compensation Discussion & Analysis · confidence 0.9

“(\$) Median employee (\$) Base salary 1,116,635 72,621 Stock awards 7,140,040 Option awards Non-equity incentive plan compensation 2,328,750 2,880 Change in pension value/NQDC earnings All other compensation 466,941 TOTAL 11,052,366 75,501 CEO pay ratio 146:1 We selected December 31, 2025 as the date to identify the median employee because it is the date consistent with the rest of the discussion included in this Proxy Statement and because our employee base does not materially change at any point during the year. Fifth Third 2026 Proxy Statement 77”

Compensation committee = Human Capital and Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“Human Capital and Compensation Committee Report”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“failure to comply with or satisfy risk management requirements or objectives or failure to comply with requirements of applicable laws, rules, or regulations.A copy of the Compensation Clawback and Disclosure Policy is filed as Exhibit 97 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2025, filed on February 24, 2026.”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Prohibition on Hedging and Pledging”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Prohibition on Hedging and Pledging”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“Stock Ownership Guidelines”