

December 15, 2025

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Re: Bank Merger Act Application
Fifth Third Bank, National Association, Cincinnati, Ohio, Charter Number 25190
Control Number 2025-Combination-343698

Dear Messrs. Gonzalez, Cohen, and Eitel:

The Office of the Comptroller of the Currency (OCC) hereby approves the above-referenced application (Application) from Fifth Third Bank, National Association (FTBNA), pursuant to section 18(c) of the Federal Deposit Insurance Act, 12 USC 1828(c) (the Bank Merger Act), and related statutory provisions requesting approval to merge Comerica Bank, Dallas, Texas, a state member bank (Comerica Bank), and Comerica Bank & Trust, National Association, Ann Arbor, Michigan (CB&TNA), with and into FTBNA with FTBNA as the resulting institution. This approval is granted based on a thorough review of all information available, including commitments and representations made in the Application, merger agreement, and those of FTBNA's representatives.

The OCC reviewed the proposed merger transactions under the criteria of the Bank Merger Act and other applicable laws and regulations. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. We also considered the financial and managerial resources of the banks, their future prospects, their effectiveness in combating money laundering activities, the convenience and needs of the communities to be served and the risk of the transaction to the stability of the United States banking or financial system. Furthermore, the OCC reviewed the Bank's record of compliance with the Community Reinvestment Act, 12 USC 2903(a)(2). In addition, the OCC may not approve a merger if the resulting insured depository institution (including all insured depository institutions which are

affiliates of the resulting insured depository institution), upon consummation of the transaction, would control more than 10 percent of the total amount of deposits of insured depository institutions in the United States. The OCC considered these factors and found them consistent with approval.

In addition, FTBNA's retention of the main office and branches of Comerica Bank and the main office of CB&TNA as branches of FTBNA is authorized under section 5155 of the Revised Statutes, 12 USC 36. The proposed mergers are each legally authorized as an interstate merger transaction under the Riegle-Neal Interstate Banking and Branching Efficiency Act, 12 USC 215a-1 and 1831u(a), and FTBNA as the resulting bank is authorized to retain and operate offices of both banks under 12 USC 36(d) and 1831u(d)(1).

Licensing must be advised in writing at least 10 days in advance of the desired effective date for the merger so it may issue the necessary certification letter. The effective date must follow the applicable U.S. Department of Justice's injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- A Secretary's Certificate for each institution, certifying that a majority of the board of directors approved, if required.
- A Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained, if required.
- An executed (merger, consolidation, or purchase and assumption) agreement.
- Evidence of all related regulatory approvals not previously submitted.

If the (merger, consolidation, or purchase and assumption) is not consummated within six months from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Our approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend, or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains.

Include the OCC control number on any correspondence related to this filing.

Sincerely,

Jason Almonte
Director for Large Bank Licensing

cc: Patrick D. Lynch, Sullivan & Cromwell LLP