

FIFTH THIRD BANCORP
Form S-4/A
November 29, 2007

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As filed with the Securities and Exchange Commission on November 29, 2007

Registration No. 333-147192

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Amendment No. 1
to
Form S-4**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FIFTH THIRD BANCORP

(Exact name of registrant as specified in its charter)

Ohio

*(State or other jurisdiction of
incorporation or organization)*

6711

*(Primary Standard Industrial
Classification Code Number)*

31-0854434

*(I.R.S. Employer
Identification No.)*

Fifth Third Center, Cincinnati, Ohio 45263

(513) 579-5300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Paul L. Reynolds, Esq.

Fifth Third Bancorp

38 Fountain Square Plaza

Cincinnati, Ohio 45263

(513) 579-5300

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(Name, address, including zip code and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon the effective time of the merger of First Charter Corporation with and into Fifth Third Financial Corporation pursuant to the agreement described in the enclosed proxy statement/prospectus included in Part I of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value	35,000,000 shares	N/A(2)	\$752,449,586.00(2)	\$23,100.21(3)

(1) Represents the maximum number of shares of Registrant's common stock estimated to be issuable upon the completion of the merger of First Charter Corporation (First Charter) with and into Fifth Third Financial Corporation (Fifth Third Financial), based on the number of shares of First Charter common stock outstanding, or reserved for issuance under various plans, immediately prior to the merger and the exchange of shares of First Charter Corporation for shares of Fifth Third Bancorp (Fifth Third) common stock pursuant to the formula set forth in the Amended and Restated Agreement and Plan of Merger, dated as of September 14, 2007, by and among First Charter, Fifth Third and Fifth Third Financial.

(2) Estimated in connection with the initial filing of this Form S-4 on November 7, 2007 solely for the purpose of computing the registration fee, and calculated pursuant to Rule 457(f) of the General Rules and Regulations under the Securities Act of 1933 (the Securities Act). Pursuant to Rule 457(c), (f)(1) and (f)(3) under the

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Securities Act, based on the aggregate market value on November 5, 2007 of the 35,920,000 shares of First Charter Corporation expected to be exchanged in connection with the merger, the proposed maximum aggregate offering price is \$752,449,586.00, which was determined by taking (i) the product of the average of the high and low prices of First Charter common stock expected to be exchanged in connection with the merger, including shares issuable upon exercise of outstanding options or other securities to acquire First Charter common stock, less (ii) the amount of cash expected to be paid by Fifth Third Bancorp in exchange for shares of First Charter Common Stock.

(3) Previously paid upon the initial filing of this Form S-4.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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**PROXY STATEMENT FOR FIRST CHARTER CORPORATION
SPECIAL MEETING**

PROSPECTUS OF FIFTH THIRD BANCORP

First Charter Corporation and Fifth Third Bancorp have agreed that Fifth Third will acquire First Charter in a merger. If the merger is completed, each outstanding share of First Charter common stock will be exchanged for either \$31.00 in cash or such number of shares of Fifth Third common stock that have a value of \$31.00. Each First Charter shareholder may elect to receive cash for all his shares, Fifth Third common stock for all his shares, or a combination of cash for some of his shares and Fifth Third common stock for the remainder of his shares, or may choose to elect no preference, in which case the merger consideration to be received will be determined by the exchange agent depending on the amount of cash and shares elected by those First Charter shareholders who make an express election. Notwithstanding the elections that may be made by the First Charter shareholders, the total consideration to be paid by Fifth Third will be approximately 70% in shares of Fifth Third common stock and approximately 30% in cash, but in no event more than 30% in cash. If the elections made by First Charter shareholders would result in an oversubscription for either stock or cash, then the exchange agent will prorate the amount of stock and cash to be issued to First Charter shareholders in the merger as necessary to obtain the 70% stock - 30% cash allocation of the merger consideration.

First Charter has scheduled a special meeting for its shareholders to vote on the merger agreement. The date, time and place of the special meeting are as follows: **10:00 a.m., Eastern time, January 18, 2008, the First Charter Center, 10200 David Taylor Drive, Charlotte, North Carolina 28262-2373.**

The Board of Directors of First Charter believes that the merger is in First Charter's and your best interests.

Your failure to vote will have the same effect as voting against the merger, so whether or not you plan to attend the special meeting, please promptly return the enclosed proxy card to us so that your shares are voted at the special meeting. The merger cannot be completed unless the shareholders of First Charter approve the merger agreement by the affirmative vote of 75% of the aggregate voting power of the outstanding stock of First Charter entitled to vote at the close of business on November 26, 2007. **Your vote is very important.**

First Charter common stock is traded on the NASDAQ Global Select Market System under the symbol FCTR. Fifth Third common stock is traded on the NASDAQ Global Select Market System under the symbol FITB.

For a description of certain significant considerations in connection with the merger and related matters described in this document, see Risk Factors beginning on page 14.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense.

The shares of Fifth Third common stock are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this proxy statement/prospectus is November 29, 2007, and it is first being mailed to First Charter shareholders on or about December 3, 2007.

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ADDITIONAL INFORMATION

This document incorporates important business and financial information about Fifth Third from other documents that are not included in or delivered with this document. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this document through the Securities and Exchange Commission website at <http://www.sec.gov> or by requesting them from Paul L. Reynolds, Secretary, Fifth Third Bancorp, Fifth Third Center, Cincinnati, Ohio 45263 (telephone number: (513) 579-5300). **In order to ensure timely delivery of the documents, any request should be made by January 11, 2008.**

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ANNEXES:

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Annex A: Amended and Restated Agreement and Plan of Merger dated as of September 14, 2007 by and among First Charter Corporation, Fifth Third Bancorp and Fifth Third Financial Corporation (excluding exhibits)

Annex B: Fairness Opinion of Keefe, Bruyette & Woods, Inc.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: Why do First Charter and Fifth Third want to merge?

A: The First Charter Board of Directors believes that you will benefit by either becoming a shareholder of Fifth Third, or receiving cash in return for your First Charter common stock. The benefit of receiving cash is that you will get a \$10.75 premium over the \$20.25 market price of First Charter common stock on the day before the announcement of the merger. The First Charter Board of Directors also believes that, if you receive Fifth Third common stock in the merger, you will benefit from the opportunity for potential future appreciation of Fifth Third common stock. Fifth Third wants to better serve its customers in First Charter's service areas and to expand Fifth Third's presence in those markets.

Q: What will I receive for my First Charter shares?

A: You will receive shares of Fifth Third common stock, cash or a combination of Fifth Third common stock and cash having a value of \$31.00 for each share of First Charter common stock that you own. Subject to proration as described below, you will have the opportunity to elect (a) to receive shares of Fifth Third common stock for all of your First Charter shares, (b) to receive cash for all of your First Charter shares, (c) to receive shares of Fifth Third common stock for some of your First Charter shares and cash for the remainder of your First Charter shares or (d) to express no preference, in which case you could receive all shares of Fifth Third common stock, all cash or a combination of Fifth Third common stock and cash for your First Charter shares. If you fail to make any election, then you will be treated as if you had expressed no preference. If you are to receive all or part of your payment in Fifth Third common stock, the number of shares of stock that you will receive in the merger will fluctuate before the effective time of the merger based upon the market price of Fifth Third common stock.

Regardless of the elections made by individual First Charter shareholders, the aggregate amount of cash paid to First Charter shareholders is limited to approximately 30% of the total merger consideration paid by Fifth Third, but in no event more than 30% in cash. Furthermore, the aggregate value of Fifth Third common stock transferred to First Charter shareholders is limited to approximately 70% of the total merger consideration paid by Fifth Third, but in no event less than 70% in Fifth Third common stock. Therefore, it is possible that if you elect to be paid all or part in cash, you may receive a portion or all of your payment in Fifth Third common stock or that if you elect to be paid all or part in Fifth Third common stock, you may receive a portion or all of your payment in cash.

Each issued and outstanding share of Fifth Third common stock will remain issued and outstanding and will not be converted or exchanged in the merger.

Q: If Fifth Third common stock or cash is oversubscribed, how will the allocation be determined?

A: As indicated above, the merger consideration you receive will be subject to the following proration procedure. Elections for the oversubscribed form of merger consideration will be prorated so that an overall 70/30 split of the merger consideration between Fifth Third common stock and cash is achieved.

If, after all First Charter shareholders have submitted their elections, the amount of Fifth Third common stock is oversubscribed, all First Charter shareholders who elected to receive cash will receive cash. In addition, all First Charter shareholders who chose no preference or made no election will receive cash. The exchange agent then will select on a pro rata basis a sufficient number of shares to receive cash instead of Fifth Third common stock from any shares that elected to receive Fifth Third common stock. This selection will be determined such that

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the aggregate cash amount paid will equal as closely as possible, but in no event more than, 30% of the total merger consideration. All other shares that are not selected by the exchange agent will receive Fifth Third common stock.

If, after all First Charter shareholders have submitted their elections, the amount of cash is oversubscribed, all First Charter shareholders

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who elected to receive Fifth Third common stock will receive such stock. In addition, all First Charter shareholders who chose no preference or made no election will receive Fifth Third common stock. The exchange agent then will select on a pro rata basis a sufficient number of shares to receive Fifth Third common stock instead of cash among any shares that elected to receive cash. This selection will be determined such that the aggregate cash amount paid will equal as closely as possible, but in no event more than, 30% of the total merger consideration. All other shares that are not selected by the exchange agent will receive cash.

Q: When do you expect the merger to be completed?

A: We anticipate completing the merger as soon as possible after the special meeting of First Charter's shareholders, assuming the required shareholder approval is obtained. The merger is also subject to the approval of banking regulatory authorities and the satisfaction of other closing conditions. We anticipate that the closing will be in the first quarter of 2008, but there can be no assurances that the merger may not be delayed.

Q: When and where will the special meeting of First Charter's shareholders take place?

A: The special meeting will be held at 10:00 a.m., Eastern time, January 18, 2008, the First Charter Center, 10200 David Taylor Drive, Charlotte, North Carolina 28262-2373.

Q: What do I need to do now?

A: After reviewing this document, submit your proxy by executing and returning the enclosed proxy card. By submitting your proxy, you authorize the individuals named in the proxy to represent you and vote your shares at the special meeting in accordance with your instructions. These persons will be authorized to vote your shares at any adjournments of the meeting. **Your proxy vote is important. Whether or not you plan to attend the special meeting, please submit your proxy promptly in the enclosed envelope. You may also vote on the Internet or by telephone. Instructions for those voting methods are listed on your proxy card.**

Q: How will my shares be voted if I return a blank proxy card?

A: If you sign, date and send in your proxy card and do not indicate how you want to vote, your proxies will be counted as a vote in favor of approval of the merger agreement and in favor of adjournment of the special meeting if necessary to solicit additional proxies.

Q: What will be the effect if I do not vote and do not return a proxy card or attend the special meeting?

A: Your failure to vote will have the same effect as if you voted against the merger agreement.

Q: Can I vote my shares in person?

A: Yes, if you own your shares in your own name. You may attend the special meeting and vote your shares in person rather than signing and mailing your proxy card. However, to expedite the voting and tabulation process, we recommend that you sign, date and promptly mail the enclosed proxy card.

Q: Can I change my mind and revoke my proxy?

A: Yes, you may revoke your proxy and change your vote at any time before the polls close at the special meeting by:

timely delivery of a valid, later-dated executed proxy;

timely submitting a proxy with new voting instructions using the telephone or Internet voting system;

voting in person at the special meeting by completing a ballot (attending the meeting without completing a ballot will not revoke any earlier proxy); or

filing an instrument of revocation received by the Corporate Secretary of First Charter, 10200 David Taylor Drive, Charlotte, North Carolina 28262-2373 at any time before your shares are voted at the special meeting.

If you are a street-name shareholder and you vote by proxy, you may later revoke your proxy instructions by informing the holder of record in accordance with that entity's procedures.

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Your latest dated proxy or vote will be counted.

Q: If my shares are held in street name by my broker, will my broker vote my shares for me?

A: No, you must instruct your broker on how to vote in order for your broker to vote your shares. Your broker will send you directions on how you can instruct your broker to vote. Your broker cannot vote your shares without instructions from you. Accordingly, if you do not instruct your broker how to vote your shares, your shares will not be voted, which will have the same effect as voting against the merger agreement.

Q: Can I vote my shares I hold through the First Charter 401(k) plan?

A: If you hold shares through First Charter's Retirement Savings Plan, which we refer to in this document as the First Charter 401(k) Plan, you will receive a vote authorization card for that plan that reflects all shares you may vote under it.

Under the terms of the First Charter 401(k) Plan, a participant is entitled to direct the trustee how to vote the shares credited to his or her First Charter 401(k) Plan account. The trustee will not vote any shares for which no instructions are given. Any shares not voted will have the same effect as a vote against the merger. The deadline for returning your voting instructions to the plan's trustee is 10:00 a.m. Eastern time on January 16, 2008.

Q: Should I send in my stock certificates now?

A: No. We will send you written instructions for exchanging your stock certificates.

Q: Who can answer my questions about the merger?

A: **If you have more questions about the merger, please contact Morrow & Co., LLC, 470 West Avenue, Stamford, Connecticut, 06902, (877) 807-8896, firstcharter.info@morrowco.com. Brokers and banks please call (203) 658-9400.** You may also contact Jane Vallaire, Investor Relations, First Charter Corporation, 10200 David Taylor Drive, Charlotte, North Carolina 28262-2373, (704) 688-4500, mergerinfo@firstcharter.com.

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SUMMARY

*This summary highlights selected information from this document and may not contain all of the information that is important to you. To understand the merger fully and for a more complete description of the legal terms of the merger, you should read carefully this entire document, including the annexes, and the other documents we refer to. For more information about Fifth Third, see *Where You Can Find More Information* (page 141).*

The Companies

Fifth Third Bancorp
38 Fountain Square Plaza
Cincinnati, Ohio 45263
(513) 579-5300

Fifth Third is a registered financial holding company, incorporated under Ohio law, headquartered in Cincinnati, Ohio. Fifth Third conducts its principal activities through its banking and non-banking subsidiaries. Fifth Third's subsidiary depository institutions operate a general banking business from over 1,100 banking centers located throughout Ohio, Indiana, Kentucky, Illinois, Michigan, Tennessee, West Virginia, Pennsylvania, Florida and Missouri. As of September 30, 2007, on a consolidated basis, Fifth Third had assets of approximately \$104.3 billion, deposits of approximately \$69.4 billion and shareholders' equity of approximately \$9.3 billion. Fifth Third common stock is traded on the NASDAQ Global Select Market System under the symbol FITB.

First Charter Corporation
10200 David Taylor Drive
Charlotte, North Carolina 28262-2373
(704) 688-4300

First Charter is a registered bank holding company, incorporated under North Carolina law, headquartered in Charlotte, North Carolina. First Charter's principal asset is the stock of its banking subsidiary, First Charter Bank. First Charter Bank provides a broad range of banking products, including interest-bearing and noninterest-bearing checking accounts, money market accounts, certificates of deposit, individual retirement accounts, full service and discount brokerage services including annuity sales, overdraft protection, financial planning services, personal and corporate trust services, safe deposit boxes, and online banking. It also provides commercial, consumer, real estate, residential mortgage and home equity loans.

In addition, First Charter Bank also operates two subsidiaries: First Charter Insurance Services, Inc. and First Charter Leasing and Investments, Inc. First Charter Insurance Services, Inc. is a North Carolina corporation formed to meet the insurance needs of businesses and individuals. First Charter Leasing and Investments, Inc. is a North Carolina corporation that administers leases and manages investment securities. It also acts as the holding company for First Charter of Virginia Realty Investments, Inc.

As of September 30, 2007, First Charter had, on a consolidated basis, assets of approximately \$4.8 billion, deposits of approximately \$3.2 billion and shareholders' equity of approximately \$457 million. First Charter common stock is traded on the NASDAQ Global Select Market System under the symbol FCTR.

The Merger

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Pursuant to the amended and restated merger agreement among First Charter, Fifth Third and Fifth Third Financial Corporation, a wholly owned subsidiary of Fifth Third, dated as of September 14, 2007, at the effective time of the merger, First Charter will merge with and into Fifth Third Financial Corporation.

The aggregate merger consideration paid by Fifth Third will be approximately 70% in the form of shares of its common stock and approximately 30% in cash, but in no event more than 30% in cash. For each share of First Charter stock exchanged in the merger, the holder will receive a number of shares of Fifth Third common stock having a value of \$31.00 based on the market price of such shares at that time, cash in the amount of \$31.00, or a combination of Fifth Third common stock and cash having a value of \$31.00.

Assuming that the average closing price per share of Fifth Third common stock for the five trading days ending on the day immediately before the closing of the merger is equal to \$27.574, the average closing price per share of Fifth Third common stock on the five trading days ending on November 23, 2007, the number of Fifth Third shares of common stock that would be exchanged in

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the merger for one share of First Charter common stock is 1.1242 shares. Because the market value of the shares of Fifth Third common stock to be issued in the merger will fluctuate from time to time, the number of shares that you will receive will similarly fluctuate but the value is fixed at \$31.00.

You May Elect To Receive Fifth Third Stock, Cash or Both in the Merger

You will be given the opportunity to elect (a) to receive shares of Fifth Third common stock for all of your First Charter shares, (b) to receive cash for all of your First Charter shares, (c) to receive shares of Fifth Third common stock for some of your First Charter shares and cash for the remainder of your First Charter shares or (d) to express no preference, in which case you could receive all shares of Fifth Third common stock, all cash or a combination of Fifth Third common stock and cash for your First Charter shares. If you fail to make any election, then you will be treated as if you had expressed no preference.

Regardless of the elections made by individual First Charter shareholders, the amount of cash paid to First Charter shareholders is limited to approximately 30% of the total merger consideration paid by Fifth Third, but in no event more than 30% in cash. Furthermore, the value of Fifth Third common stock transferred to First Charter shareholders is limited to approximately 70% of the total merger consideration paid by Fifth Third, but in no event less than 70% in Fifth Third common stock. Therefore, it is possible that certain First Charter shareholders that elect to be paid in cash may receive a portion or all of their payment in Fifth Third common stock and certain First Charter shareholders that elect to be paid in Fifth Third common stock may receive a portion or all of their payment in cash.

Each share of Fifth Third common stock issued and outstanding prior to the merger will remain issued and outstanding and will not be converted or exchanged in the merger.

Election Procedures

Prior to the effective time of the merger, each First Charter shareholder of record will be sent an election form, which you should complete and return, along with your First Charter stock certificate(s) (or a lost certificate affidavit or notice of guaranteed delivery), according to the instructions printed on the form. The election deadline will be 5:00 p.m., Charlotte, North Carolina time, on the day indicated on the election form. If you do not send in the election form with your stock certificates by the election deadline, you will be treated as a nonelecting shareholder as described above.

Do not send your First Charter stock certificates with your proxy card. At the appropriate time, your certificates and the election form should be returned separately to the address that will be specified on the election form and the letter of transmittal accompanying the election form.

Election forms will only be sent to First Charter shareholders of record, and only record holders are entitled to return forms specifying elections. If you are not a record holder of any of your shares of First Charter but rather own shares of First Charter common stock in street name, your bank, broker or other financial institution holding your shares will instruct you as to how to make your election.

You can revoke your election if you submit new election materials prior to the election deadline. You may do so by submitting a written notice to the exchange agent for the merger that is received prior to the deadline at the address included on the form of election. The revocation must specify the account name and such other information as the exchange agent may request; revocations may not be made in part. New elections must be submitted in accordance with the election procedures described in this document. If you hold First Charter shares in street name and instruct a bank, broker or other financial institution to submit an election for your shares, to change your election you must contact them and follow their directions for changing those instructions.

If you are a Fifth Third shareholder, you need not take any action with respect to your Fifth Third stock certificates as your Fifth Third stock will not be exchanged or otherwise changed by the merger. Only First Charter stock certificates will be converted into the merger consideration in the merger.

No Fractional Shares will be Issued

Fifth Third will not issue any fractional shares. Instead, you will receive cash in lieu of any fractional share of Fifth Third common stock owed to you in an amount equal to such fraction multiplied by \$31.00.

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Tax Consequences of the Merger

The exchange of shares is expected to be tax free to you for federal income tax purposes, except for any cash you receive for your First Charter common stock, which cash will be taxable. The expected material federal income tax consequences of this transaction are set out in greater detail on page 32.

Tax matters are very complicated and the tax consequences of the merger to you will depend on the facts of your own situation. You are urged to consult your tax advisor for a full understanding of the tax consequences of the merger to you.

Reasons for the Merger

The First Charter Board of Directors believes that the terms of the merger agreement are fair to, and that the merger is in the best interests of, First Charter and its shareholders.

The First Charter Board of Directors believes that the financial services industry, including banking, is becoming increasingly competitive, and that the merger will enable First Charter's customers to be better served and will provide First Charter's shareholders with substantial benefits.

You can find a detailed discussion of the background to the merger agreement and First Charter's and Fifth Third's reasons for the merger in this document under Proposal Merger of First Charter into Fifth Third Financial Background of the Merger beginning on page 22, First Charter's Reasons for the Merger beginning on page 25 and Fifth Third's Reasons for the Merger beginning on page 26.

Opinion of Financial Advisor

The First Charter Board of Directors has received the opinion of its financial advisor, Keefe, Bruyette & Woods, Inc. that, as of August 15, 2007, the date that Fifth Third and First Charter first entered into the merger agreement, the merger consideration was fair to the holders of First Charter common stock from a financial point of view. We have attached a copy of this opinion to this document as Annex B. You should read this opinion completely to understand the assumptions made, matters considered and limitations of the review undertaken by Keefe, Bruyette & Woods, Inc. in providing its opinion.

Recommendation to First Charter Shareholders

The First Charter Board of Directors recommends that you vote **FOR** approval of the merger agreement. The First Charter Board of Directors recommends that you vote **FOR** approval of any proposal to adjourn or postpone the special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes in favor of approval of the merger agreement at the time of the special meeting.

The Special Meeting

A special meeting of the First Charter shareholders will be held at 10:00 a.m., Eastern time, January 18, 2008, at the First Charter Center, 10200 David Taylor Drive, Charlotte, North Carolina 28262-2373. Holders of First Charter common stock outstanding as of the close of business on November 26, 2007 are entitled to vote at the special meeting and will be asked to consider and vote upon:

approval of the merger agreement;

the adjournment or postponement of the special meeting, if necessary or appropriate; and
any other matters as are properly presented at the special meeting.

As of the date of this document, the First Charter Board of Directors does not know of any other matters that will be presented at the special meeting.

Votes Required

At the special meeting, the merger agreement must be approved by the affirmative vote of 75% of the aggregate voting power of the outstanding stock of First Charter entitled to vote at the close of business on November 26, 2007.

The proposal to adjourn or postpone the special meeting, if necessary or appropriate to solicit additional proxies, requires the affirmative vote of the record holders of a majority of the voting power present and entitled to vote at the special meeting.

Under certain specified circumstances, the merger agreement may be terminated by the First Charter Board of Directors at any time before the effective time, whether before or after approval of the matters presented in connection with the merger by the shareholders of First Charter. This determination may be made without notice to, or the

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resolicitation of proxies from, the First Charter shareholders.

Share Ownership of First Charter's Management and Directors

On November 26, 2007, the record date for the special meeting, directors and executive officers of First Charter and their affiliates were entitled to vote 1,343,662 shares of First Charter common stock, or 3.86% of the First Charter shares outstanding on that date.

Ownership of Fifth Third Following the Merger

Based on the number of shares of Fifth Third common stock and First Charter common stock and options to purchase First Charter common stock outstanding on the record date and the limitation that approximately 70%, but in no event less than 70%, of the merger consideration will be comprised of shares of Fifth Third common stock, Fifth Third would issue approximately 28.3 million shares of its common stock to First Charter shareholders in the merger. This would constitute approximately 5.0% of the outstanding stock of Fifth Third immediately after the merger.

Conditions to the Merger

Fifth Third and First Charter will complete the merger only if certain conditions are satisfied. These conditions include:

approval of the merger agreement by First Charter's shareholders;

authorization for listing on the NASDAQ Global Select Market System for the shares of Fifth Third common stock to be issued to the holders of First Charter common stock upon consummation of the merger;

effectiveness of the registration statement of which this document is a part, with no stop order suspending such effectiveness and no proceedings for that purpose shall have been initiated by the Securities and Exchange Commission;

the receipt of certain regulatory approvals that shall not have resulted in the imposition of any materially burdensome regulatory condition under banking laws and the expiration of any statutory waiting periods;

the receipt by Fifth Third of the opinion of its counsel that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, which counsel has subsequently been designated by Fifth Third to be Alston & Bird LLP;

the receipt by First Charter of the opinion of Helms Mulliss & Wicker, PLLC that (1) the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and (2) except to the extent of any cash consideration received in the merger and except with respect to cash received in lieu of fractional share interests in Fifth Third common stock, no gain or loss will be recognized by any of the holders of First Charter common stock in the merger;

the lack of any order, injunction or decree issued by any court or agency of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the merger or any of the transactions contemplated by the merger agreement, or the lack of an enactment of a statute, rule, regulation, order, injunction or decree by any governmental entity that prohibits or makes illegal the consummation of the merger;

the representations and warranties of Fifth Third and First Charter shall be true and correct as of the date of the merger agreement and as of the effective time and First Charter and Fifth Third shall have received a certificate signed on behalf of the other party to such effect; and

First Charter and Fifth Third shall have performed in all material respects all obligations required to be performed by it under the merger agreement at or before the effective time and First Charter and Fifth Third shall have received a certificate signed on behalf of the other party to such effect.

Some of the conditions to the merger may be waived by the company entitled to assert the condition.

Right to Terminate

The Boards of Directors of Fifth Third, Fifth Third Financial and First Charter may jointly agree in writing to terminate the merger agreement

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without completing the merger. In addition, either company can individually terminate the merger agreement prior to the completion of the merger if:

a governmental authority that must grant a regulatory approval denies approval of the merger;

a governmental entity of competent jurisdiction issues a final nonappealable order enjoining or otherwise prohibiting the merger;

the merger is not completed on or before August 15, 2008 (although this termination right is not available to a party whose failure to comply with the merger agreement resulted in the failure to complete the merger by that date); or

other conditions to closing the merger have not been satisfied.

Fifth Third has the right to terminate the merger agreement if:

First Charter is in breach of its representations, warranties, covenants or agreements set forth in the merger agreement (although this termination right is not available to Fifth Third if it is then in material breach of any representation, warranty, covenant or other agreement contained in the merger agreement) and such breach is either incurable or is not cured within 45 days;

First Charter's Board of Directors shall have failed to recommend the approval and adoption of the merger agreement in the proxy statement; or

First Charter's Board of Directors authorizes, recommends, proposes or publicly announces in a manner adverse to Fifth Third, its intention to authorize, recommend or propose an acquisition proposal with any person other than Fifth Third.

First Charter may terminate the merger agreement if:

Fifth Third is in breach of its representations, warranties, covenants or agreements set forth in the merger agreement (although this termination right is not available to First Charter if it is then in material breach of any representation, warranty, covenant or other agreement contained in the merger agreement) and such breach, either individually or in the aggregate results in the failure of the conditions to obligations of Fifth Third or First Charter and is either incurable or is not cured within 45 days of notice.

Termination Fee

First Charter must pay Fifth Third a termination fee of \$32,500,000.00 if the merger agreement is terminated in any of the following circumstances:

by Fifth Third because First Charter breached any of its covenants, agreements, representations or warranties and, a competing acquisition proposal was received by First Charter prior to termination and within 12 months of termination First Charter shall have entered into a definitive written agreement with respect to the competing acquisition proposal or the acquisition proposal shall have been consummated; or

by Fifth Third after receipt by First Charter of a competing acquisition proposal if, prior to the First Charter shareholders meeting, First Charter's Board of Directors withdrew its recommendation or refused to recommend to the shareholders that they vote to approve the merger while there was a competing acquisition

proposal that had not been withdrawn or rejected by the First Charter directors and within 12 months of termination First Charter shall have entered into a definitive written agreement with respect to the competing acquisition proposal or the acquisition proposal shall have been consummated.

Fifth Third shall not be entitled to the termination fee if:

the merger agreement is terminated by mutual agreement of the parties;

the merger agreement is terminated due the failure to obtain regulatory approval by the appropriate governmental entities or due to a final and nonappealable order by a governmental entity enjoining or prohibiting the consummation of the merger; or

the merger agreement is terminated by First Charter for the breach by Fifth Third of its representations, warranties, covenants or agreements set forth in the merger agreement

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which breach, either individually or in the aggregate results in the failure of the conditions to obligations of Fifth Third or First Charter and is either incurable or is not cured within 45 days following written notice.

The effect of the termination fee could be to discourage other companies from seeking to acquire or merge with First Charter prior to completion of the merger, and could cause First Charter to reject any acquisition proposal from a third party that does not take into account the termination fee.

Interests of First Charter's Directors and Executive Officers in the Merger

When considering the First Charter Board's recommendation that First Charter's shareholders vote to approve the merger agreement, you should be aware that certain First Charter directors and executive officers have interests in the merger that are different from, or in addition to, yours.

The members of First Charter's Board of Directors knew about and considered these additional interests when they adopted the merger agreement.

First Charter Employment Agreements.

Fifth Third has entered into new employment agreements with Robert E. James, Jr., First Charter's President and Chief Executive Officer, Stephen M. Rownd, First Charter's Executive Vice President and Chief Banking Officer, and Jeffrey Scott Ensor, First Charter's Executive Vice President and Chief Risk Officer. Benefits under these agreements include a salary, bonus, retirement and fringe benefits, payment for covenants not to compete and lump-sum payments as consideration for termination of such executives' First Charter employment agreements. The First Charter employment agreements of Messrs. James and Rownd, including applicable change-in-control provisions within such agreements, will terminate in accordance with the terms of their new Fifth Third employment agreements. As compensation for terminating their First Charter employment agreements, Mr. James will receive a lump-sum cash payment in the amount of \$353,960.00 and Mr. Rownd will receive a lump-sum cash payment in the amount of \$713,626.00. As consideration for entering into their covenants not to compete, Mr. James will receive \$1,750,000.00 and Mr. Rownd will receive \$530,000.00. The new Fifth Third employment agreement with Mr. Ensor will expressly terminate the change-in-control agreement between Mr. Ensor and First Charter. As compensation for terminating his First Charter change-in-control agreement, Mr. Ensor will receive a lump-sum cash payment in the amount of approximately \$240,000.

Pursuant to these employment agreements, Fifth Third will employ Mr. James as the President and CEO of the Fifth Third affiliate headquartered in Charlotte, North Carolina. Fifth Third will employ Messrs. Rownd and Ensor each as an Executive Vice President of the Fifth Third affiliate headquartered in Charlotte, North Carolina.

Change-in-Control Payments.

Fifth Third will also honor First Charter change-in-control agreements with each of Cecil O. Smith, Jr., First Charter's Executive Vice President and Chief Information Officer, Stephen J. Antal, First Charter's Executive Vice President, General Counsel and Corporate Secretary, Josephine P. Sawyer, Senior Vice President and Director of Human Resources, and Sheila Stoke, First Charter's Senior Vice President, Controller and interim principal financial officer, regarding the change-in-control benefits payable to such executives as a result of the merger. The agreements provide a definitive statement of the payments and benefits to be provided to these First Charter employees. The agreements provide that the consummation of the merger and termination of employment under specified circumstances within one year thereafter triggers the obligation to provide those payments and benefits. Such benefits include the payment of COBRA premium costs for the continuation of group medical plan coverage for the executives and their eligible dependents for a period specified in the agreements. The aggregate value of the benefits to be received by such

executives in the event of the consummation of the merger and subsequent termination of employment is \$1,203,300.00.

Excess Parachute Payments.

Pursuant to their employment agreements with Fifth Third, Messrs. James and Rownd will be entitled to receive a gross-up payment if any amounts to be paid to Messrs. James and Rownd would be subject to the excise tax imposed by Section 4999 of the Code. The aggregate value of the gross-up payments is expected to be approximately \$675,000 for Mr. James and \$812,000 for Mr. Rownd.

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The new Fifth Third employment agreement for Mr. Ensor provides that no portion of the payment(s) made under Mr. Ensor's employment agreement shall be deemed to be an Excess Parachute Payment pursuant to Section 280G of the Internal Revenue Code. Mr. Ensor and Fifth Third agree that the present value of any payment under the employment agreement and any other payment to or for the benefit of Mr. Ensor in the nature of compensation, receipt of which is contingent on a change in control as defined in the employment agreement, and to which Section 280G of the Code applies, shall not exceed an amount equal to one dollar less than the maximum amount Mr. Ensor may receive without becoming subject to the tax imposed by Section 4999 of the Code. In the event that Sections 280G and 4999 of the Code or any successor provisions are repealed without succession, this provision of Mr. Ensor's employment agreement shall no longer apply.

The First Charter agreements regarding change-in-control benefits between First Charter and Mr. Smith, Ms. Stoke, Mr. Antal and Ms. Sawyer provide that no portion of the payment(s) made to these individuals shall be deemed to be an Excess Parachute Payment pursuant to Section 280G of the Internal Revenue Code. The present value of any payment under the agreements regarding change in control and any other payment to or for the benefit of Mr. Smith, Ms. Stoke, Mr. Antal and Ms. Sawyer in the nature of compensation, receipt of which is contingent on a change in control, and to which Section 280G of the Code applies, shall not exceed an amount equal to one dollar less than the maximum amount these individuals may receive without becoming subject to the tax imposed by Section 4999 of the Code. Fifth Third has agreed to honor these agreements according to their terms.

Director Advisory Fees.

Upon consultation with each member of the First Charter Board of Directors, Fifth Third has agreed to offer each director either (a) a seat on a Fifth Third local advisory board for the region formerly served by First Charter for a one-year period after the effective date of the merger or (b) a one-year advisory and consulting contract. Furthermore, in either case, Fifth Third shall pay quarterly compensation to such directors consistent with the existing fee structure offered by First Charter to such directors for a period of one year after the effective date of the merger. Based on that structure, we expect the payments under the existing fee structure to be approximately \$65,000 per director for the one year following the merger. Any fees for service as a director or consultant after the first year have not been determined.

Stock Options and Restricted Stock.

As of the effective date of the merger, each option to purchase shares of First Charter common stock that is outstanding shall fully vest and be converted to an option to purchase Fifth Third common stock.

Furthermore, all performance objectives with respect to performance shares of First Charter shall be deemed to be satisfied to the extent necessary to earn 100% of the performance shares and the performance period shall be deemed to be complete. Such performance shares shall be deemed to be converted to actual performance share awards and the actual performance share awards shall be paid out in cash as soon as practicable. In addition, the restrictions on all awards of restricted First Charter common stock under the terms of the First Charter restricted stock plan under which they were issued will automatically lapse, and such shares will be exchangeable for the merger consideration.

Indemnification and Liability Insurance.

Fifth Third will purchase and keep in effect for a six-year period a policy of directors' and officers' liability insurance for officers and directors of First Charter or any of its subsidiaries immediately before the effective time of the merger providing coverage for acts or omissions of the type currently covered by First Charter's existing directors' and officers' liability insurance for acts or omissions occurring at or prior to the merger; provided, however, that such coverage will

be continued only so long as it may be obtained at no more than 300% of the premium currently paid by First Charter. If Fifth Third is unable to maintain such policy (or such substitute policy) as a result of the commercially unreasonable premiums, Fifth Third shall obtain as much comparable insurance as is available for the premium amount.

Effect on First Charter's Employees

Employment.

Fifth Third will consider employing as many of the employees of First Charter and its subsidiaries

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who desire employment within the Fifth Third holding company system as possible, to the extent of available positions and consistent with Fifth Third's standard staffing levels and personnel policies.

Fifth Third Employee Benefit Plans.

For a six-month period following the effective time of the merger, Fifth Third will provide each of the employees of First Charter (as of the effective time of the merger) who continue employment with Fifth Third with employee benefits, rates of compensation and annual bonus opportunities that are substantially similar, in the aggregate, to the aggregate rates of base pay or hourly wage and employee benefits and annual bonus opportunities provided to such employees under the First Charter compensation and benefit plans as in effect immediately before the effective time of the merger.

In addition, Fifth Third will offer or provide to each of the employees of First Charter and its subsidiaries who become employees of Fifth Third, as a group, participation in employee benefit plans and arrangements available for similarly situated employees of Fifth Third. Former First Charter employees will be given credit for service with First Charter and its subsidiaries for purposes of eligibility, vesting and accrual of benefits. No former First Charter employee will be entitled to participate in the Fifth Third Bancorp Master Retirement Plan (which has been frozen to new participants).

Severance.

The merger agreement provides for the payment of severance amounts to certain employees of First Charter who do not have an employment, change-in-control or severance agreement under certain conditions upon termination of employment. During the period beginning at the effective time of the merger and ending six months following the effective time, such employees shall be entitled to receive severance payments and benefits in an amount and form as generally described in Fifth Third's severance policy in effect immediately before the date of the merger agreement (including customary releases); provided, that the maximum severance pay amounts described in such severance policy shall not apply and shall, instead, be limited to a maximum 52-week severance pay amount, regardless of employee classification; and provided further, that each such employee shall also be entitled to receive payment of COBRA premium costs for the continuation of group medical plan coverage for such employee and his or her eligible dependents for a period equal to the total number of weeks of base salary/wages available to such employee as severance pay.

No Dissenters or Appraisal Rights

First Charter is a North Carolina corporation. Under North Carolina law, shareholders of First Charter will not have any right to dissent from the merger or obtain payments of the fair value of their shares as a result of, or in connection with, the merger. See Proposal Merger of First Charter into Fifth Third Financial Corporation No Dissenters or Appraisal Rights.

Accounting

Fifth Third will account for the merger as a purchase. Under the purchase method of accounting, all the assets acquired and liabilities assumed of the acquired company are recorded at their respective fair values, as of the effective date of the transaction. The amount, if any, by which the purchase price paid by Fifth Third exceeds the fair value of the net tangible and identifiable intangible assets acquired by Fifth Third in the transaction is recorded as goodwill. Fifth Third will include the revenues and expenses of First Charter in its consolidated financial statements from the date of the consummation of the merger.

Regulatory Approvals

The merger is subject to the approval of the Federal Reserve Board and the prior approval of the North Carolina Commissioner of Banks. On September 18, 2007, we submitted applications for both approvals and also gave prior notice of the merger to the Georgia Department of Banking and Finance. As of the date of this document, we have not received the required approval of the Federal Reserve Board. The North Carolina Commissioner of Banks approved the merger on October 22, 2007.

Table of Contents**Comparative Market Prices and Dividends**

Fifth Third common stock is traded on the NASDAQ Global Select Market System under the symbol FITB and First Charter common stock is traded on the NASDAQ Global Select Market System under the symbol FCTR. On August 15, 2007, the trading day immediately preceding the public announcement of the execution of the agreement setting forth the terms of the merger and on November 23, 2007, the most recent practicable trading day prior to the printing of this document, the closing market prices of Fifth Third common stock and First Charter common stock and the equivalent price per share of First Charter common stock giving effect to the merger were as follows:

	August 15, 2007		November 23, 2007	
Fifth Third Common Stock	\$	37.38	\$	28.04
First Charter Common Stock	\$	20.25	\$	28.69
Equivalent Price Per Share of First Charter Common Stock	\$	31.00	\$	31.00

The Equivalent Price Per Share of First Charter Common Stock at each specified date in the above table is \$31.00 because Fifth Third agreed to pay the fixed amount of \$31.00 regardless of any fluctuation in the market price of Fifth Third common stock prior to the effective time of the merger. See Proposal Merger of First Charter into Fifth Third Financial Corporation Background of the Merger. You should obtain current market quotations for shares of Fifth Third common stock and First Charter common stock prior to making any decisions with respect to the merger.

The following table sets forth (in per share amounts), for the calendar quarters indicated, the high and low sales prices and the cash dividends declared during each quarterly period.

	Fifth Third Common Stock			First Charter Common Stock		
	High	Low	Dividends Declared	High	Low	Dividends Declared
2005:						
First Quarter	\$ 48.12	\$ 42.05	\$ 0.350	\$ 26.04	\$ 21.91	\$ 0.190
Second Quarter	44.67	40.24	0.350	23.34	20.43	0.190
Third Quarter	43.99	36.38	0.380	25.84	21.75	0.190
Fourth Quarter	42.50	35.04	0.380	26.95	22.04	0.190
2006:						
First Quarter	\$ 41.43	\$ 36.30	\$ 0.380	\$ 25.13	\$ 23.11	\$ 0.190
Second Quarter	41.02	35.86	0.400	25.50	23.02	0.195
Third Quarter	40.18	35.95	0.400	24.82	22.93	0.195
Fourth Quarter	41.57	37.75	0.400	25.15	23.05	0.195
2007:						
First Quarter	\$ 41.41	\$ 37.93	\$ 0.420	\$ 24.97	\$ 21.29	\$ 0.195
Second Quarter	43.32	37.88	0.420	22.83	19.09	0.195
Third Quarter	41.17	33.60	0.420	30.58	17.78	0.195
Fourth Quarter (through November 23, 2007)	35.34	26.50		30.93	27.75	

Table of Contents**Comparative Per Share Data**

The following table sets forth for Fifth Third common stock and First Charter common stock certain historical, pro forma and pro forma equivalent per share financial information. The pro forma and pro forma equivalent per share information gives effect to the merger as if the merger had been effective on the dates presented, in the case of the book value data, and as if the merger had been effective as of January 1, 2006, in the case of the earnings per share and the cash dividends declared per share data. The pro forma data in the tables assume that the merger is accounted for using the purchase method of accounting. The equivalent per share information is presented based on the conversion ratio of 1.1242 of a share of Fifth Third common stock for each share of First Charter common stock based on the average reported closing price per share of Fifth Third common stock on the five trading days ended November 23, 2007. See Proposal Merger of First Charter into Fifth Third Financial Corporation Merger Consideration for details regarding adjustments to the conversion ratio. This table should be read in conjunction with the historical financial statements, including the notes thereto, of Fifth Third, which information is presented elsewhere in this document and incorporated by reference into this document. See Where You Can Find More Information on page 141.

The pro forma information, while helpful in illustrating the financial characteristics of the continuation of Fifth Third and First Charter under one set of assumptions, does not attempt to predict or suggest future results. The pro forma information also does not attempt to show how Fifth Third and First Charter would actually have performed had the companies been combined throughout these periods.

	Fifth Third		First Charter		Equivalent Shares Basis 1.1242 of a Share of Fifth Third Common Stock (5)			
	Historical Basic	Diluted	Pro Forma Basic(1)	Diluted(2)	Historical Basic	Diluted	Pro Forma(5) Basic	Diluted
EARNINGS PER SHARE FROM CONTINUING OPERATIONS								
Twelve Months Ended								
December 31, 2006:	\$ 2.13	\$ 2.12	\$ 2.10	\$ 2.09	\$ 1.50	\$ 1.49	\$ 2.36	\$ 2.35
Nine Months Ended								
September 30, 2007	\$ 1.96	\$ 1.95	\$ 1.91	\$ 1.90	\$ 0.93	\$ 0.93	\$ 2.15	\$ 2.14
CASH DIVIDENDS DECLARED PER SHARE(3)								
Twelve Months Ended								
December 31, 2006:	\$ 1.58		\$ 1.58		\$ 0.775		\$ 1.78	
Nine Months Ended								
September 30, 2007:	\$ 1.26		\$ 1.26		\$ 0.585		\$ 1.42	
BOOK VALUE PER SHARE(4)								
At December 31, 2006:	\$ 18.02		\$ 18.47		\$ 12.81		\$ 20.76	

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At September 30, 2007: \$ 17.45 \$ 17.93 \$ 13.16 \$ 20.16

- (1) The pro forma earnings per basic common share from continuing operations is computed by dividing pro forma income from continuing operations by the weighted average pro forma basic common shares of Fifth Third.
- (2) The pro forma earnings per diluted common share from continuing operations is computed by dividing the total of pro forma income from continuing operations and the net income effect from dilutive securities by the weighted average pro forma diluted common shares of Fifth Third.
- (3) Fifth Third pro forma cash dividends declared per share represent historical cash dividends declared per share by Fifth Third.
- (4) The pro forma book value per share is computed by dividing the pro forma total shareholders' equity of Fifth Third by total pro forma common shares of Fifth Third.
- (5) First Charter equivalent pro forma per share amounts are computed by multiplying the Fifth Third pro forma amounts by the calculated conversion ratio of 1.1242 respectively.

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RISK FACTORS

In making your determination as to how to vote on the merger, you should consider the following factors:

Risks Relating to the Merger

The conversion ratio is variable and will fluctuate due to changes in the market price of Fifth Third common stock.

If you receive Fifth Third common shares as merger consideration you will receive a certain amount of shares of Fifth Third common stock for each share of First Charter common stock if the merger is completed. The conversion ratio is equal to \$31.00 divided by the average market price of Fifth Third common stock for the five trading days ending on the trading day immediately before the closing of the merger. Changes in the price of Fifth Third common stock from the date of the merger agreement, from the date of this proxy statement/prospectus and from the date of the special meeting will affect the conversion ratio and, thus, the number of Fifth Third common shares that you receive as merger consideration. Fifth Third's stock price may increase or decrease before and after the effective time of the merger due to a variety of factors, including, without limitation, general market and economic conditions, changes in Fifth Third's businesses, operations and prospects and regulatory considerations. Many of these factors are beyond Fifth Third's control.

First Charter shareholders may receive a form of consideration different from what they elect.

The consideration to be received by First Charter shareholders in the merger is subject to the requirement that the value of the stock portion of the merger consideration be equal to approximately 70% of the total value of merger consideration and the cash portion of the merger consideration be equal to approximately 30%, but in no event more than 30% of the total merger consideration. The merger agreement contains proration and allocation methods to achieve this desired result. If you elect all cash and the available cash is oversubscribed, then you will receive a portion of the merger consideration in Fifth Third common stock. If you elect all stock and the available stock is oversubscribed, then you will receive a portion of the merger consideration in cash. Furthermore, if you elect to receive a combination of both cash and stock and the available cash is oversubscribed or undersubscribed, then you will receive a combination of merger consideration that differs from your election. Accordingly, there is a risk that you will not receive a portion of the merger consideration in the form that you elect, which could result in, among other things, tax consequences that differ from those that would have resulted had you received the form of consideration you elected (including the recognition of gain for income tax purposes with respect to the cash received).

The value of First Charter common stock may vary in the future.

If the merger is not completed, the value of First Charter common stock could increase or decrease in the future. Such value could be either higher or lower than the merger consideration being offered by Fifth Third in the merger.

The merger agreement limits First Charter's ability to pursue alternatives to the merger.

The merger agreement contains terms and conditions that make it more difficult for First Charter to be sold to a party other than Fifth Third. These provisions impose restrictions that prevent First Charter from seeking another acquisition proposal and that, subject to certain exceptions, limit First Charter's ability to discuss, facilitate or commit to competing third-party proposals to acquire all or a significant part of First Charter. See Terms of the Agreement Acquisition Proposals by Third Parties.

Fifth Third required First Charter to agree to these provisions as a condition to Fifth Third's willingness to enter into the merger agreement. These provisions, however, might discourage a third party that might have an interest in acquiring all or a significant part of First Charter from considering or proposing that acquisition even if it were prepared to pay consideration with a higher per share market price than the current proposed merger consideration, and the termination fee provided in the merger agreement and described herein might

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result in a potential competing acquirer proposing to pay a lower per share price to acquire First Charter than it might otherwise have proposed to pay.

The fairness opinion obtained by First Charter from its financial advisor will not reflect changes in circumstances subsequent to the date of the merger agreement.

First Charter has obtained a fairness opinion dated as of August 15, 2007 from its financial advisor, Keefe, Bruyette & Woods, Inc. First Charter has not obtained and will not obtain an updated opinion as of the date of this document from Keefe, Bruyette & Woods, Inc. Changes in the operations and prospects of Fifth Third or First Charter, general market and economic conditions and other factors that may be beyond the control of Fifth Third and First Charter, and on which the fairness opinion was based, may alter the value of Fifth Third or First Charter or the price of shares of Fifth Third common stock or First Charter common stock by the time the merger is completed. The opinion does not speak to the time the merger will be completed or to any other date other than the date of such opinion. As a result, the opinion will not address the fairness of the merger consideration, from a financial point of view, at the time the merger is completed. For a description of the opinion that First Charter received from Keefe, Bruyette & Woods, Inc., please refer to Proposal Merger of First Charter into Fifth Third Financial Corporation Opinion of First Charter's Financial Advisor beginning on page 26 of this document.

First Charter's shareholders will not control Fifth Third's future operations.

First Charter's shareholders collectively own 100% of First Charter and, in the aggregate, have the absolute power to approve or reject any matters requiring the adoption or approval of shareholders under North Carolina law and First Charter's Amended and Restated Articles of Incorporation. After the merger, First Charter's shareholders in the aggregate will hold approximately 5.0% of the outstanding shares of Fifth Third common stock. Accordingly, even if all of the former First Charter shareholders voted in concert on all matters presented to Fifth Third's shareholders from time to time, the former First Charter shareholders will not likely have a significant impact on the election of directors or whether future Fifth Third proposals are approved or rejected.

The directors and executive officers of First Charter will have economic interests in the merger that are different from, or in addition to the merger consideration received by all other First Charter shareholders.

First Charter's executive officers negotiated the terms of the merger agreement with their counterparts at Fifth Third, and First Charter's Board of Directors adopted and approved the merger agreement and is recommending that the First Charter shareholders vote for the merger agreement. You should be aware that these executive officers and directors have economic interests in the merger in addition to the interests they share with you as a First Charter shareholder.

Certain officers and directors of First Charter will receive, among other things, severance agreements, employment agreements, change-in-control payments, accelerated stock option vesting and lapses of restrictions on restricted stock in connection with the merger. Furthermore, some of such officers shall receive a cash payment of their performance share awards, based on the assumptions that the performance period ends on the effective date of the merger and that First Charter has met 100% of its performance targets. In addition, directors of First Charter will continue to receive certain advisory or director fees for a period of one year after the effective date of the merger. See Terms of the Agreement Interests of First Charter's Directors and Executive Officers in the Merger. Accordingly, First Charter's directors and certain executive officers may have interests in the merger that are different from, or in addition to, yours.

Fifth Third has not previously operated in the Charlotte metropolitan market area.

First Charter's primary market area is located within North Carolina and is centered primarily around the Charlotte Metro region, including Mecklenburg County and its surrounding counties. The banking business in this market area is extremely competitive, and the level of competition may increase further. Fifth Third has

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not previously participated in this market and there may be unexpected challenges and difficulties that could adversely affect Fifth Third following the consummation of the merger.

Additional Risks

For additional risk factors relating to Fifth Third, reference is made to the Fifth Third Annual Report on Form 10-K/A for the year ended December 31, 2006 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2007, June 30, 2007 and September 30, 2007.

FORWARD-LOOKING STATEMENTS

This document, including information incorporated by reference into this document, contains or incorporates statements that Fifth Third believes 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 Fifth Third's financial condition, results of operations, plans, objectives, future performance 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, estimate, forecast, projected, intends to, or may include other similar words or phrases such as believes, plans, objective, continue, remain, or similar expressions, or future or conditional verbs such as will, would, should, 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 those described in this document, or the documents incorporated by reference, including the risk factors set forth in our most recent Annual Report on Form 10-K/A. When considering these forward-looking statements, you should keep in mind these risks and uncertainties, as well as any cautionary statements Fifth Third 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 Fifth Third.

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) general economic conditions, either national or in the states in which Fifth Third, one or more acquired entities and/or the combined company do business, are less favorable than expected; (2) political developments, wars or other hostilities may disrupt or increase volatility in securities markets or other economic conditions; (3) changes in the interest rate environment reduce interest margins; (4) prepayment speeds, loan origination and sale volumes, charge-offs and loan loss provisions; (5) our ability to maintain required capital levels and adequate sources of funding and liquidity; (6) changes and trends in capital markets; (7) competitive pressures among depository institutions increase significantly; (8) effects of critical accounting policies and judgments; (9) changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies; (10) legislative or regulatory changes or actions, or significant litigation, adversely affect Fifth Third, one or more acquired entities and/or the combined company or the businesses in which Fifth Third, one or more acquired entities and/or the combined company are engaged; (11) ability to maintain favorable ratings from rating agencies; (12) fluctuation of Fifth Third's stock price; (13) ability to attract and retain key personnel; (14) ability to receive dividends from its subsidiaries; (15) potentially dilutive effect of future acquisitions on current shareholders ownership of Fifth Third; (16) effects of accounting or financial results of one or more acquired entities; (17) difficulties in combining the operations of acquired entities; (18) ability to secure confidential information through the use of computer systems and telecommunications networks; and (19) the impact of reputational risk created by these developments on such matters as business generation and retention, funding and liquidity.

You should refer to our periodic and current reports filed with the Securities and Exchange Commission, or SEC, for further information on other factors that could cause actual results to be significantly different from those expressed or implied by these forward-looking statements. See [Where You Can Find More Information](#) on page 141.

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THE SPECIAL MEETING

This document and the accompanying proxy card are being furnished to you in connection with the solicitation by the Board of Directors of First Charter of proxies to be used at the special meeting to be held at 10:00 a.m., Eastern time, January 18, 2008, the First Charter Center, 10200 David Taylor Drive, Charlotte, North Carolina 28262-2373, and at any adjournments thereof. This document and the enclosed notice of First Charter's special meeting and proxy card are first being sent to you on or about December 3, 2007.

Purpose of the Meeting

The purpose of the special meeting of First Charter's shareholders is to vote upon the approval of the merger agreement relating to the merger of First Charter with and into Fifth Third Financial Corporation and other transactions contemplated thereby and to vote upon the adjournment or postponement of the special meeting, if necessary or appropriate, to solicit additional proxies. First Charter's shareholders also may consider and vote upon such other matters as are properly brought before the special meeting. As of the date of this document, the First Charter Board of Directors knows of no business that will be presented for consideration at the special meeting, other than