

## Fifth Third Bancorp to Merge With MB Financial

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Simpson Thacher is representing Fifth Third Bancorp (NASDAQ: FITB) in connection with a definitive merger agreement under which MB Financial, Inc. (NASDAQ: MBFI) will merge with Fifth Third Bancorp in a transaction valued at approximately \$4.7 billion. Approximately 90% of the consideration will be in stock with the rest in cash.

The transaction is subject to satisfaction of all customary closing conditions, including regulatory approvals as well as the approval of MB Financial shareholders.

Fifth Third Bancorp is a diversified financial services company headquartered in Cincinnati, Ohio. The company operates 1,153 full-service Banking Centers and 2,459 ATMs with Fifth Third branding in Ohio, Kentucky, Indiana, Michigan, Illinois, Florida, Tennessee, West Virginia, Georgia and North Carolina. In total, Fifth Third provides its customers with access to more than 54,000 fee-free ATMs across the United States.

The Simpson Thacher team includes Lee Meyerson, Elizabeth Cooper and Nicholas J. Marricco (M&A); David Rubinsky, Eric Wolf and Adam Cohen (ECEB); Jonathan Goldstein and Dmitry Zelik (Tax); and Keith Noreika and Spencer Sloan (Bank Regulatory).

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