

**AMENDED AND RESTATED CHARTER  
OF THE  
AUDIT COMMITTEE  
OF THE  
BOARD OF DIRECTORS OF COMERICA INCORPORATED**

**AS APPROVED BY THE BOARD OF DIRECTORS  
ON JULY 26, 2016**

**I. AUTHORITY AND COMPOSITION**

The Audit Committee (the "Audit Committee") is established pursuant to Article III, Section 8(c) of the Bylaws of Comerica Incorporated (the "Corporation"). The Audit Committee shall consist of at least three Directors who are appointed annually by the Board of Directors (the "Board") to serve until their successors are duly elected and qualified. The Audit Committee may appoint a Secretary, who need not be a Director. A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business and the vote of a majority of the members present at a meeting at which a quorum is present shall constitute action of the Audit Committee.

The Board will appoint one of the members of the Audit Committee to serve as the Audit Committee Chair and, if desired, may appoint one of the members of the Audit Committee to serve as the Audit Committee Vice Chair. The Audit Committee Chair or, in the event of his unavailability, the Audit Committee Vice Chair, if applicable, will have authority to act on behalf of the Audit Committee between meetings, including, without limitation, the authority to grant preapprovals of audit and non-audit services, provided that the decision of the Audit Committee Chair or Audit Committee Vice Chair to grant preapprovals shall be presented to the full Audit Committee at or before its next scheduled regular full purpose meeting. In addition, the Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including, without limitation, the authority to grant preapprovals of audit and non-audit services, provided that the decision of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at or before its next scheduled regular full purpose meeting.

Each member of the Audit Committee shall be a member of the Board and shall satisfy the independence requirements established from time to time by the Board, as well as the independence standards and other requirements prescribed from time to time by the Securities and Exchange Commission (the "SEC"), the New York Stock Exchange, Inc. (the "NYSE") or otherwise under all applicable laws, rules, regulations and regulatory agency guidelines, whether or not having the force and effect of law (collectively, "Applicable Laws"). The members shall be financially literate, as such qualification is interpreted by the Board in its business judgment.<sup>1</sup> Additionally, at least one member of the Audit Committee

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<sup>1</sup>The Board has determined that financially literate members shall include, but not be limited to, individuals having accounting or related financial management expertise, as the Board interprets such qualification in its business judgment.

shall be an “audit committee financial expert,” as defined by the rules of the SEC and as determined by the Board, and such person shall be presumed to have accounting or related financial management expertise. All members of the Audit Committee must meet the independence and experience requirements of the Federal Deposit Insurance Act, as amended, and applicable rules and regulations thereunder.

No member of the Audit Committee may, other than in his or her capacity as a member of the Audit Committee, the Board of Directors, or any other Board committee:

- (a) accept directly or indirectly any consulting, advisory, or other compensatory fee from the Corporation or any of its subsidiaries.<sup>2</sup> The “indirect” acceptance by an Audit Committee member of any consulting, advisory or other compensatory fee would include acceptance of such a fee by a spouse, a minor child or stepchild or a child or stepchild sharing a home with the member, or by an entity (i) which provides accounting, consulting, legal, investment banking or financial advisory services to the Corporation or any subsidiary of the Corporation, and (ii) in which such member is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity); or
- (b) be an affiliated person of the Corporation or any of its subsidiaries. An Audit Committee member would be an affiliated person of the Corporation or one or more of its subsidiaries if he or she directly, or indirectly through one or more intermediaries, controlled, or was controlled by, or was under common control with, the Corporation or any of its subsidiaries.<sup>3</sup>

Audit Committee members shall be subject to such other requirements as may be set forth by the Audit Committee from time to time.

The Audit Committee has the authority to engage, at the expense of the Corporation, outside legal, accounting, financial or other advisers as the Audit Committee determines necessary, in its discretion, to carry out its duties, including investigations of suspected improprieties, without consulting in advance, or obtaining the approval of, any officer or the Board of the Corporation.

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<sup>2</sup>Unless Applicable Laws provide otherwise, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation (provided that such compensation is not contingent in any way on continued service).

<sup>3</sup>Control means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise. A person will be deemed not to be in control of a specified person if the person: (1) is not the beneficial owner, directly or indirectly, of more than 10% of any class of voting equity securities of the specified person, and (2) is not an executive officer of the specified person.

## II. PURPOSE OF THE AUDIT COMMITTEE

The Audit Committee's primary purpose is to:

- (a) Provide assistance to the Board by overseeing: (i) the integrity of the Corporation's financial statements; (ii) the Corporation's compliance with legal and regulatory requirements; (iii) the outside auditor's qualifications and independence; (iv) the performance of the Corporation's internal audit function and outside auditors, including with respect to both bank and non-bank subsidiaries; and
- (b) Prepare the Committee report as required by the SEC to be included in the Corporation's annual proxy statement.

The Audit Committee will also perform the duties required by Applicable Laws to be performed by an audit committee for any subsidiary bank of the Corporation that does not have its own audit committee, to the extent permitted and in the manner required by Applicable Laws.

## III. DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Audit Committee shall:

### Outside Auditors

- (a) Be directly responsible for the selection, appointment, retention, compensation, evaluation and termination of, as well as the oversight of the work of, any registered public accounting firm employed by the Corporation (including resolution of disagreements between management and the outside auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, and each such registered public accounting firm shall report directly to the Audit Committee.
- (b) Review, and, if such services are appropriate in the discretion of the Audit Committee, pre-approve (i) all auditing services to be provided by the outside auditor (which may entail providing comfort letters in connection with securities underwritings or statutory audits required for insurance companies for purposes of state law); (ii) all internal control-related services; and (iii) all permitted<sup>4</sup> non-audit services (including tax services) to be provided by the

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<sup>4</sup>For purposes of the foregoing, permitted non-audit services shall not, unless otherwise allowed under Applicable Laws, include: (i) bookkeeping or other services related to the accounting records or financial statements

outside auditor, provided that preapproval is not required with respect to non-audit services if (a) the aggregate amount of non-audit services provided to the Corporation constitutes not more than 5% of the total amount of revenues paid by the Corporation to its auditor during the fiscal year in which the non-audit services are provided; (b) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and (c) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or by 1 or more members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee.

- (c) Determine appropriate funding for payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; (ii) compensation to any outside legal, accounting, financial and/or other advisers employed by the Audit Committee; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, and notify the Board of such Audit Committee determination. The Corporation must provide for such funding.
- (d) At least annually, obtain and review a report by the outside auditor describing the following (provided, however, that the outside auditor will not be required to provide any such item to the extent so doing would cause the outside auditor to violate Applicable Laws): the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the outside auditor and the Corporation.

Engage in dialogue with the Corporation's outside auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the outside auditors, and (ii) take, or recommend that the Board take, appropriate action to oversee independence of the Corporation's outside auditors.

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of the Corporation; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser, or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the Public Company Accounting Oversight Board determines, by regulation, is impermissible.

After reviewing the foregoing report and the independent auditor's work throughout the year, the Audit Committee will be in a position to evaluate the outside auditor's qualifications, performance and independence. This evaluation should include the review and evaluation of the lead partner of the outside auditor, taking into account the opinions of management and the Corporation's internal auditors (or other personnel responsible for the internal audit function). In addition to assuring the regular rotation of the lead audit partner as required by law, consider whether, in order to assure continuing auditor independence, there should be regular rotation of the outside audit firm itself. Present conclusions with respect to the outside auditor to the full Board.

- (e) Require that the outside auditor submit on a periodic basis to the Audit Committee a formal written statement delineating all relationships between the auditor and the Corporation. The Audit Committee shall ensure, specifically, that all written disclosures from the outside auditor required by Public Company Accounting Oversight Board Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, as it may be modified or supplemented from time to time, are received and shall discuss with the outside auditor its independence.
- (f) Review (i) the scope of the annual independent audit and any reports issued in connection with the audit with the outside auditor, and (ii) the audited financial statements and the financial reporting process and recommend approval of the Proxy Statement and Form 10-K. Discuss with the outside auditor the matters required to be discussed by the Statement on Auditing Standards No. 16, Communications with Audit Committee, as adopted by the Public Company Accounting Oversight Board, as may be modified or supplemented.
- (g) Review and discuss timely reports from the outside auditor on material written communications between the outside auditor and management, such as any management letter or schedule of unadjusted differences.
- (h) Review with the outside auditor any audit problems or difficulties and management's response. The review should include discussion of the responsibilities, budget and staffing of the Corporation's internal audit function.
- (i) Discuss with management and the outside auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles.
- (j) Discuss with management and the outside auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the

Corporation's financial statements.

- (k) Require the rotation of (i) the outside auditor's lead or concurring partner (engagement quality review partner) every five years, with a five year "cooling-off" period thereafter, as contemplated by the rules of the SEC, and (ii) other partners on the engagement team with responsibility for decision-making on significant auditing, accounting and reporting matters affecting the Corporation's financial statements, or who maintain regular contact with management or the Audit Committee, every seven years with a two-year "cooling-off" period thereafter. For purposes of the foregoing, specialty and national office partners are not subject to this rotation policy.
- (l) Set clear hiring policies for employees or former employees of the outside auditor.
- (m) Review at least annually with management and the outside auditor their assessments of, and any major issues as to, the adequacy of internal controls, and any special steps adopted in light of material control deficiencies.
- (n) Review at least annually with management and the outside auditor the Corporation's compliance with designated laws and regulations as required by FDICIA.

#### Internal Audit Function

- (o) Review the appointment of the General Auditor, as needed.
- (p) At least annually, review with management the role and scope of the work performed by the internal auditors, approve the audit plan and periodically review the plan status and findings.
- (q) At least annually, review and approve the Charter of the Corporate Audit Division and the Code of Business Conduct and Ethics for Employees.

#### Financial Reporting / Internal Controls

- (r) Review and discuss the annual audited financial statements and unaudited quarterly financial statements with management and the outside auditor, including the Corporation's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and, if appropriate, approve the same.
- (s) Review, discuss and, if appropriate, approve earnings press releases, and discuss financial information and earnings guidance, if any, provided to analysts and rating agencies. These discussions may be done generally

(i.e., discussions of the types of information to be disclosed and the type(s) of presentation(s) to be made).

- (t) Quarterly, the Audit Committee will discuss any significant interim financial statement matters with the outside auditor and General Auditor, prior to the filing of the Quarterly Report on Form 10-Q.
- (u) Review and approve Form 11-K filings, if applicable;
- (v) Meet with the Chief Executive Officer and the Chief Financial Officer to discuss officer certification issues and (i) all significant deficiencies in the design or operation of internal controls which could adversely affect the Corporation's ability to record, process, summarize, and report financial data and have identified for the issuer's auditors any material weaknesses in internal controls, and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls.

#### Compliance Oversight

- (w) Discuss the guidelines and policies that govern the process by which risk assessment and risk management is undertaken.
- (x) Address, as needed, the tasks and responsibilities assigned to the Audit Committee in the Code of Ethics for Senior Financial Officers and review and approve such Code.
- (y) When appropriate, establish and review procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- (z) Receive and review reports, if any, from management regarding Regulation FD.
- (aa) Provide an Audit Committee report in the Corporation's annual proxy statement.
- (bb) Under the direction of the Comerica Bank Board, review, and, if appropriate, approve the amounts reported each period for the provision for loan and lease losses and for the allowance for loan and lease losses ("ALLL") and the allowance for credit losses on lending-related commitments. Oversee and monitor the internal controls over the ALLL determination process. Review and, if appropriate, approve a summary prepared by management of

Comerica Bank of the amount to be reported in the financial statements for the ALLL. Periodically, review the methodology for the ALLL.

### General

- (cc) At least annually, meet separately and privately with each of the General Auditor, the outside auditor, the Chief Financial Officer, the Head of Legal Affairs and such other officers as the Audit Committee deems appropriate.
- (dd) Review and reassess annually the adequacy of the Charter, approve the Charter or recommend to the Board any proposed changes to the Charter, and publish it in accordance with the rules of the SEC.
- (ee) At least annually, conduct a performance self-evaluation to determine whether the Audit Committee is functioning effectively.
- (ff) Obtain advice and assistance from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties.
- (gg) Report regularly to the Board on its activities.
- (hh) Maintain minutes of its meetings and records relating to those meetings and the Audit Committee's activities.
- (ii) Review any other matters that may be delegated to the Audit Committee by the Board and keep the Board informed of matters that come before the Audit Committee which the Audit Committee believes should have Board consideration.

### **IV. GENERAL**

In performing their duties and responsibilities, Audit Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the Audit Committee member in good faith believes to be reliable and competent in the matters presented;
- (b) Counsel, the outside auditor, or other persons as to matters which the Audit Committee member in good faith believes to be within the professional or expert competence of such person; or
- (c) Another committee of the Board as to matters within its designated authority, which committee the Audit Committee member in good faith believes to merit confidence.