

**AMENDED AND RESTATED CHARTER  
OF THE  
QUALIFIED LEGAL COMPLIANCE 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 Qualified Legal Compliance Committee (the “Committee”) is established pursuant to Article III, Section 8(a) of the Bylaws of Comerica Incorporated (the “Corporation”). The Committee shall be comprised of the members of the Audit Committee. The Chair and, if applicable, the Vice Chair of the Committee shall be the Chair and, if applicable, the Vice Chair of the Audit Committee, unless otherwise determined by the Board of Directors of the Corporation (the “Board”). A majority of the members of the Committee constitutes 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 constitutes action of the Committee. The Committee has the authority to engage, at the expense of the Corporation, such independent advisors or experts as the Committee determines necessary, in its discretion, without consulting in advance, or obtaining the approval of, any officer or the Board.

**II. PURPOSE OF THE COMMITTEE**

The Committee shall assist the Board in promoting the best interests of the Corporation by reviewing evidence of potential material violations of securities law or breaches of fiduciary duties or similar violations by the Corporation or any officer, director, employee, or agent thereof, providing recommendations to address such violations, and monitoring the Corporation’s remedial efforts with respect to such violations.

**III. RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall have the authority and responsibility to do the following:

- (a) Receive and review evidence reported to the Committee of any material violation of securities law or breach of fiduciary duty or similar violation by the Corporation or any officer, director, employee, or agent thereof, which reports may be received from outside counsel, as well as from the Corporation’s General Counsel or other internal counsel;

- (b) Inform the Corporation's General Counsel and Chief Executive Officer of any report of evidence of a material violation;
- (c) Determine whether an investigation is necessary regarding any report of evidence of a material violation by the Corporation, its officers, directors, employees or agents and, if the Committee determines an investigation is necessary or appropriate, to:
  - (i) Initiate an investigation, which may be conducted either by the General Counsel or by outside attorneys; and
  - (ii) Retain such additional expert personnel as the Committee shall deem necessary;
- (d) At the conclusion of such investigation, to:
  - (i) Recommend, by majority vote, that the Corporation implement an appropriate response to evidence of a material violation; and
  - (ii) Inform the Corporation's General Counsel, its Chief Executive Officer, its internal auditor and the Board of the results of any such investigation and the appropriate remedial measures to be adopted;
- (e) Acting by majority vote, take such other action as the Committee deems appropriate, including the authority to notify the Securities and Exchange Commission in the event that the Corporation fails in any material respect to implement an appropriate response that the Committee has recommended the Corporation to take; and
- (f) Review any other matters that may be delegated to the Committee by the Board.

**With respect to the responsibilities listed above, the Committee shall:**

- (a) Report regularly to the Board on its activities;
- (b) Adopt written procedures for the confidential receipt, retention, and consideration of any report of evidence of a material violation, as described herein;
- (c) Maintain minutes of its meetings and records relating to those meetings and the Committee's activities;

- (d) Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;
- (e) Form and delegate authority to subcommittees of one or more Committee members when appropriate;
- (f) Review and reassess the adequacy of this Charter periodically and recommend to the Board any proposed changes to this Charter;
- (g) Periodically review the Committee's own performance; and
- (h) Have sufficient resources allocated to the Committee in order for it to perform its duties and to retain such outside advisors as it deems reasonable and necessary.

#### **IV. MISCELLANEOUS**

In performing their responsibilities, 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 Committee members reasonably believe to be reliable and competent in the matters presented;
- (b) Counsel, independent auditors or other persons, as to matters which the Committee members reasonably believe 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 Committee members reasonably believe to merit confidence.