

**Statement Regarding Adjustment of
Legacy Sterling Bancshares, Inc. Warrants (CUSIP No.: 200340 123) to Purchase
Shares of Comerica Incorporated Common Stock**

September 14, 2017

Comerica Incorporated (“CMA”) has two outstanding series of warrants to purchase shares of Comerica common stock: (1) CUSIP No.: 200340 115 listed under the symbol “CMA WS” (the “Comerica Warrants”); and (2) CUSIP No.: 200340 123 listed under the symbol “CMP WW” (the “Legacy Sterling Warrants”).

As of September 13, 2017, 141,193 Legacy Sterling Warrants were outstanding for an equivalent 33,886 shares of Comerica Common Stock.

The Warrant Share Number and the Exercise Price (each as defined in the Warrant Certificate evidencing the Legacy Sterling Warrants) for the Legacy Sterling Warrants are subject to adjustment upon the occurrence of certain events, including in the event CMA fixes a record date for and pays a regular quarterly cash dividend to holders of CMA’s common stock in excess of \$0.2326 per share (as adjusted for any stock split, stock dividend, reverse stock split, reclassification or similar transaction).

On July 25, 2017, CMA announced that the Board of Directors of CMA declared a quarterly common stock dividend of \$0.30 per share payable on October 1, 2017 to stockholders of record as of September 15, 2017. The table below sets forth the effect of this common stock dividend on the Warrant Share Number and the Exercise Price of the Legacy Sterling Warrants, as calculated in accordance with the terms of the Warrant Certificate evidencing the Legacy Sterling Warrants, the form of which was filed with the Securities and Exchange Commission on March 30, 2011.

Adjustments to Legacy Sterling Warrants to Purchase CMA Common Stock		
Record Date	Warrant Share Number after Record Date	Exercise Price after Record Date
Original Terms	1.00	\$7.180
July 28, 2011 (post-merger)	0.2365	\$7.180
June 15, 2017 ¹	0.24	\$7.177
September 15, 2017 ¹	0.24	\$7.170

¹ All calculations are made to the nearest one-hundredth (1/100th) of a share or one-tenth (1/10th) of a cent.

The Exercise Price for the Legacy Sterling Warrants effective after the September 15, 2017 record date was calculated based on the last reported sale price of CMA’s common stock on the New York Stock Exchange of \$68.78 per share on September 13, 2017. As noted in the table above, the July 25, 2017 common stock dividend declaration did not result in a change in the Warrant Share Number for the Warrants.

All calculations are made to the nearest one-hundredth (1/100th) of a share or one-tenth (1/10th) of a cent. For U.S. federal income tax purposes, any increase in the proportionate interest of a holder of Legacy Sterling Warrants in CMA’s earnings and profits attributable to any adjustment, or amount carried forward, in the number of shares of CMA’s common stock underlying the Legacy Sterling Warrants (the Warrant Share Number) and/or the Exercise Price of the Legacy Sterling Warrant Warrants will be treated as a distribution of property which is a dividend, return of capital or capital gain. For a non-U.S. holder of Legacy Sterling Warrant Warrants, such distribution may be subject to U.S. federal withholding tax. For the Internal Revenue Service Form 8937, Report of Organizational Actions Affecting Basis of Securities,

relating to the September 15, 2017 adjustment, please see the Comerica Incorporated Investor Relations website under “Stock Information – Legacy Sterling Warrant Information”. *Each holder of Legacy Sterling Warrants should consult their own tax advisor concerning the U.S. federal income tax consequences of such a distribution in light of their particular circumstances, as well as any consequences arising under laws of any other applicable taxing jurisdiction.*

The July 25, 2017 declaration of the quarterly common stock dividend in the amount of \$0.30 per share did not trigger the adjustment or carry-forward provisions of the Comerica Warrants.