

Recoupment Policy

In the event Comerica Incorporated (the “Company”) is required to prepare an accounting restatement of its financial statements due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, the Board of Directors of the Company (the “Board”) (or an appropriate committee or committees of the Board, as may be designated by the Board) will require reimbursement or forfeiture of incentive-based compensation received by any current or former senior officer (levels BE1 and above) during the 3-year period preceding the date on which the Company is required to prepare an accounting restatement, based on the erroneous data, in excess of what would have been paid to the executive officer under the accounting restatement. For purposes of this policy, incentive-based compensation shall not include any equity granted as a portion of base salary, such as, without limitation, phantom stock units granted as a portion of base salary.

Any determinations of the Board (or any authorized committee of the Board) shall be binding on the applicable individual. This policy may be amended and/or restated by the Board (or an authorized committee of the Board).

To the extent applicable, this policy shall be interpreted and administered consistent with the requirements of Section 10D of the Securities Exchange Act of 1934, as amended, and any regulations and interpretations promulgated thereunder.