

REFINITIV

DELTA REPORT

10-K

CMA - COMERICA INC /NEW/

10-K - DECEMBER 31, 2024 COMPARED TO 10-K - DECEMBER 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 4480

█ CHANGES 654

█ DELETIONS 1462

█ ADDITIONS 2364

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **December 31, 2023** **December 31, 2024**

Or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number **1-10706**

Comerica Incorporated

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

38-1998421

(IRS Employer Identification Number)

Comerica Bank Tower

1717 Main Street, MC 6404

Dallas, Texas 75201

(Address of Principal Executive Offices) (Zip Code)

(833) 571-0486

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, \$5 par value	CMA	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Exchange Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in this filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that require a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At **June 30, 2023** **June 28, 2024** (the last business day of the registrant's most recently completed second fiscal quarter), the registrant's common stock, \$5 par value, held by non-affiliates had an aggregate market value of approximately **\$5.5 billion** **\$6.7 billion** based on the closing price on the New York Stock Exchange on that date of **\$42.36** **\$51.04** per share. For purposes of this Form 10-K only, it has been assumed that all **shares of common shares**

Comerica's stock the registrant's Trust Department holds for Comerica's employee plans, and all shares of common stock the registrant's directors and executive officers hold, are shares held by affiliates.

At **February 26, 2024** **February 20, 2025**, the registrant had outstanding **132,489,667** **131,350,607** shares of its common stock, \$5 par value.

Documents Incorporated by Reference:

Part III: Items 10-14 and Part II Item 5 as to "Equity Compensation Plan Information" — Proxy — Proxy Statement for the Annual Meeting of Shareholders to be held **April 23, 2024** **April 29, 2025**.

[Table of Contents](#)

TABLE OF CONTENTS

Forward-Looking Statements	1
PART I	13
Item 1. Business.	13
Item 1A. Risk Factors.	14 16
Item 1B. Unresolved Staff Comments.	26 28
Item 1C. Cybersecurity.	26 28
Item 2. Properties.	27 29
Item 3. Legal Proceedings.	27 29
Item 4. Mine Safety Disclosures.	27 29
PART II	29 30
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.	28 30
Item 6. Reserved.	28 31
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.	28 31
Item 7A. Quantitative and Qualitative Disclosures About Market Risk.	28 31
Item 8. Financial Statements and Supplementary Data.	29 31
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.	29 31
Item 9A. Controls and Procedures.	29 31
Item 9B. Other Information.	29 32
Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.	29 32
PART III	29 32
Item 10. Directors, Executive Officers and Corporate Governance.	29 32
Item 11. Executive Compensation.	29 32
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.	30 32
Item 13. Certain Relationships and Related Transactions, and Director Independence.	30 32
Item 14. Principal Accountant Fees and Services.	30 32
PART IV	31 33
Item 15. Exhibits and Financial Statement Schedules.	31 33
Item 16. Form 10-K Summary.	35 37
FINANCIAL REVIEW AND REPORTS	F-1
SIGNATURES	S-1

[Table](#)

FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements as defined in the Private Securities Litigation Reform Act of [Contents](#)1995. In addition, Comerica Incorporated ("Comerica" or the "Corporation") may make other written and oral communications from time to time that contain such statements. All statements regarding the Corporation's expected financial position, strategies and growth prospects as well as general economic conditions expected to exist in the future are forward-looking statements. Words such as "anticipates," "believes," "contemplates," "feels," "expects," "estimates," "seeks," "strives," "plans," "intends," "outlook," "forecast," "position," "target," "mission," "assume," "achievable," "potential," "strategy," "goal," "aspiration," "opportunity," "initiative," "outcome," "continue," "remain," "maintain," "on track," "trend," "objective," "looks forward," "projects," "models" and variations of such words and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions, as they relate to the Corporation or its management, are intended to identify forward-looking statements. The Corporation cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date the statement is made, and the Corporation does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to factors mentioned elsewhere in this report, actual results could differ materially from forward-looking statements and future results could differ materially from historical performance due to a variety of reasons, including but not limited to, the following factors:

- changes in customer behavior may adversely impact the Corporation's business, financial condition and results of operations;
- unfavorable developments concerning credit quality could adversely affect the Corporation's financial results;
- declines in the businesses or industries of the Corporation's customers could cause increased credit losses or decreased loan balances, which could adversely affect the Corporation;
- governmental monetary and fiscal policies may adversely affect the financial services industry, and therefore impact the Corporation's financial condition and results of operations;
- fluctuations in interest rates and their impact on deposit pricing could impact the Corporation's net interest income and balance sheet;
- the Corporation must maintain adequate sources of funding and liquidity to meet regulatory expectations, support its operations and fund outstanding liabilities;
- reduction in the Corporation's credit ratings could adversely affect the Corporation and/or the holders of its securities;
- the soundness of other financial institutions could adversely affect the Corporation;
- security risks, including denial of service attacks, hacking, social engineering attacks targeting the Corporation's colleagues, customers and partners, malware intrusion or data corruption attempts, and identity theft, could result in the disclosure of confidential information, adversely affect its business or reputation, and create significant legal and financial exposure;
- cybersecurity and data privacy are areas of heightened legislative and regulatory focus;
- the Corporation's operational or security systems or infrastructure, or those of third parties, could fail or be breached, which could disrupt Comerica's business and adversely impact the Corporation's results of operations, liquidity and financial condition, as well as cause legal or reputational harm;
- the Corporation relies on other companies to provide certain key components of its delivery systems, and certain failures could materially adversely affect operations;
- legal and regulatory proceedings and related financial services industry matters, including those directly involving the Corporation and its subsidiaries, could adversely affect the Corporation or the financial services industry in general;
- the Corporation may incur losses due to fraud;
- controls and procedures may fail to prevent or detect all errors or acts of fraud;
- changes in regulation or oversight, or changes in Comerica's status with respect to existing regulations or oversight, may have a material adverse impact on the Corporation's operations;
- compliance with more stringent capital requirements may adversely affect the Corporation;
- changes to tax law or regulations, or changes to administrative or judicial interpretations of tax law or regulations, could adversely affect the Corporation;
- damage to the Corporation's reputation could damage its businesses;
- the Corporation may not be able to utilize technology to develop, market and deliver new products and services to its customers;
- competitive product and pricing pressures within the Corporation's markets may change;
- the introduction, implementation, withdrawal, success and timing of business initiatives and strategies may be less successful or may be different than anticipated, which could adversely affect the Corporation's business;
- management's ability to maintain and expand customer relationships may differ from expectations;
- management's ability to retain key officers and employees may change;
- any future strategic acquisitions or divestitures may present certain risks to the Corporation's business and operations;
- general political, economic or industry conditions, either domestically or internationally, may be less favorable than expected;
- inflation has impacted, and could continue to negatively impact, the Corporation's business, profitability and stock price;
- methods of reducing risk exposures might not be effective;
- catastrophic events may adversely affect the general economy, financial and capital markets, specific industries, and the Corporation;
- climate change manifesting as physical or transition risks could adversely affect the Corporation's operations, businesses and customers;
- changes in accounting standards could materially impact the Corporation's financial statements;
- the Corporation's accounting policies and processes are critical to the reporting of financial condition and results of operations and require management to make estimates about matters that are uncertain;
- the Corporation's stock price can be volatile; and
- an investment in the Corporations' equity securities is not insured or guaranteed by the Federal Deposit Insurance Corporation.

PART I

Item 1. Business.

GENERAL

Comerica Incorporated ("Comerica") is a financial services company, incorporated under the laws of the State of Delaware in 1973, and headquartered in Dallas, Texas. Based on total assets as reported in the most recently filed Consolidated Financial Statements for Bank Holding Companies (FR Y-9C), Comerica was among the 25 largest commercial United States ("U.S.") financial holding companies. As of December 31, 2023 December 31, 2024, Comerica owned directly or indirectly all the outstanding common stock of two active banking subsidiaries (Comerica Bank, a Texas banking association, and Comerica Bank & Trust, National Association) as well as non-banking subsidiaries. At December 31, 2023 December 31, 2024, Comerica had total assets of approximately \$85.8 billion \$79.3 billion, total deposits of approximately \$66.8 billion \$63.8 billion, total loans of approximately \$52.1 billion \$50.5 billion and shareholders' equity of approximately \$6.4 billion \$6.5 billion.

Comerica has strategically aligned its operations into three major business segments: the Commercial Bank, the Retail Bank, and Wealth Management. In addition to the three major business segments, Finance is also reported as a segment.

Comerica operates in five primary geographic markets - Texas, California, Michigan, Arizona and Florida - and secondarily in several mountain, southeastern and other states, and in Canada and Mexico.

In 2023, Comerica announced a strategic relationship with Ameriprise Financial Institutions Group ("Ameriprise") to become Comerica's new investment program provider. As such, Comerica transitioned support of specific insurance, brokerage and investment advisory activities to Ameriprise. The new name representing this strategic relationship is Comerica Financial Advisors, powered by Ameriprise Financial.

We provide Comerica provides information about the net interest income and noninterest income we received from our various classes of products and services: (1) under the caption, "Analysis of Net Interest Income" in the Financial Section of this report; (2) under the caption "Rate/Volume Analysis" in the Financial Section of this report; and (3) under the caption "Noninterest Income" in the Financial Section of this report.

COMPETITION

The financial services business is highly competitive. Comerica and its subsidiaries mainly compete in their primary and secondary geographic markets, and also compete throughout the continental U.S., Mexico and Canada as they pursue certain businesses on a national scale that fall outside of the primary markets, such as U.S. Banking, Mortgage Banker, Environmental Services and National Dealer Services. They have strategically placed offices in faster growing markets where there is a concentration of customers and industries they serve. Comerica has established commercial offices in North Carolina, and South Carolina private banking offices in Georgia and Colorado, and has made other investments in the Mountain West region of the United States.

Comerica is subject to competition with respect to various products and services, including, without limitation, commercial products such as loans and lines of credit, deposits, cash management (including payments solutions and card services), capital markets, international trade finance, letters of credit, foreign exchange management and loan syndications; consumer products such as loans, deposits and origination of mortgage loans and credit cards; and wealth management services such as comprehensive financial planning, trust and fiduciary services, investment management and advisory, brokerage, private banking and business transition planning services.

Comerica competes largely on the basis of industry expertise, the range of products and services offered, pricing and reputation, convenience, quality of service, responsiveness to customer needs and the overall customer relationship. Comerica's competitors include financial institutions of all sizes. Some of Comerica's larger competitors, including certain nationwide banks that have a significant presence in Comerica's markets, may have a broader array of products and structure alternatives and, due to their size, may more easily absorb credit losses. Some of Comerica's competitors (larger or smaller) may have more liberal lending policies and aggressive pricing standards for loans, deposits and services.

Increasingly, Comerica competes with other companies based on financial technology and capabilities, such as mobile banking applications and funds transfer. Further, Comerica's competitors may be subject to significantly different or lesser regulation due to their asset size or types of products offered. Some competitors may also have the ability to more efficiently utilize resources to comply with regulations or may be able to more effectively absorb the cost of regulations.

In addition to banks, Comerica and its banking subsidiaries also face competition from financial intermediaries, including savings and loan associations, consumer and commercial finance companies, leasing companies, venture capital funds, hedge funds, private equity firms, credit unions, investment banks, insurance companies and securities firms. Competition among providers of financial products and services continues to increase as technology advances have lowered the barriers to entry for financial technology companies, with customers having the opportunity to select from a growing variety of traditional and nontraditional alternatives, including crowdfunding, digital wallets and money transfer services. The ability of non-banks to provide services previously limited to traditional banks has intensified competition. Because non-banks are not subject to many of the same

Table of Contents

regulatory restrictions as banks and bank holding companies, they can often operate with greater flexibility and lower cost structures.

Finally, the industry in which Comerica operates continues to consolidate, which eliminates some regional and local institutions, while potentially strengthening acquirers. Comerica believes that the level of competition in all geographic markets in which it operates will continue to increase in the future.

SUPERVISION AND REGULATION

Banks, bank holding companies, and other financial institutions are highly regulated at both the state and federal level. Comerica is subject to supervision and regulation at the federal level by the Board of Governors of the Federal Reserve System through the Federal Reserve Bank of Dallas ("FRB") pursuant to the Bank Holding Company Act of 1956, as amended. Comerica Bank (the "Bank") is chartered by the State of Texas and at the state level is supervised and regulated by the Texas Department of Banking under the Texas Finance Code and the Texas Administrative Code. The Bank has elected to be a member of the Federal Reserve System under the Federal Reserve Act and, consequently, is supervised and regulated by the FRB. Federal Reserve Bank ("FRB"). Comerica Bank & Trust, National Association is federally chartered and is subject to supervision and regulation by the Office of the Comptroller of the Currency ("OCC") pursuant to the National Bank Act. Comerica Bank & Trust, National Association, by virtue of being a national bank, is also a member of the Federal Reserve System. Furthermore, given that the Bank is a bank with assets in excess of \$10 billion, it is subject to supervision and regulation by the Consumer Financial Protection Bureau ("CFPB") for purposes of assessing compliance with federal consumer financial laws. The Bank's deposits, and those of Comerica Bank & Trust, National Association, are insured by the Deposit Insurance Fund ("DIF") of the Federal Deposit Insurance Corporation ("FDIC") to the fullest extent provided by law, and therefore the Bank and Comerica Bank & Trust, National Association are each also subject to regulation by the FDIC. Certain transactions executed by the Bank are also subject to regulation by the U.S. Commodity Futures Trading Commission ("CFTC"). The Department of Labor ("DOL") regulates financial institutions providing services to plans governed by the Employee Retirement Income Security Act of 1974. The Bank's Canada branch is supervised by the Office of the Superintendent of Financial Institutions and its

Mexico representative office is also supervised by the Banco de México. The Bank is also registered in the Cayman Islands and subject to supervision by the Cayman Islands Monetary Authority.

The FRB supervises non-banking activities conducted by companies directly and indirectly owned by Comerica. In addition, Comerica's non-banking subsidiaries are subject to supervision and regulation by various state, federal and self-regulatory agencies, including, but not limited to, the Financial Industry Regulatory Authority, Inc. ("FINRA"), the Department of Licensing and Regulatory Affairs of the State of Michigan the Municipal Securities Rulemaking Board ("MSRB") and the Securities and Exchange Commission ("SEC") (in the case of Comerica Securities, Inc.); and the Department of Insurance and Financial Services of the State of Michigan (in the case of Comerica Insurance Services, Inc.); and the DOL (in the case of Comerica Securities, Inc. and Comerica Insurance Services, Inc.).

Both the scope of the laws and regulations and intensity of supervision to which banks', bank holding companies' and financial institutions' businesses are subject continue to increase in response to the 2007-2008 financial crisis, subsequent events, and other factors such as technological, economic and market changes. Many regulatory changes have occurred as a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") and its implementing regulations, most of which are now in place. In 2018, with the passage of the Economic Growth, Regulatory Relief and Consumer Protection Act ("EGRRCPA"), as described below, there was some recalibration of the post-financial crisis framework; however, banks', bank holding companies' and financial institutions' businesses remain subject to extensive regulation and supervision. The failure of certain banks in the spring of 2023 played a role in another increase in bank regulation, at least some of which could apply to Comerica.

The Community Reinvestment Act of 1977 ("CRA") requires U.S. banks to help serve the credit needs of their communities. If any bank were to receive a rating under the CRA of less than "Satisfactory," the bank would be prohibited from engaging in certain activities. Comerica's current CRA rating is "Outstanding." The CRA regulations were substantially amended in 2023, which may affect future compliance.

Comerica is also subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), both as administered by the SEC, as well as the rules of the New York Stock Exchange.

Described below are material elements of selected laws and regulations applicable to Comerica and its subsidiaries. The descriptions are not intended to be complete and are qualified in their entirety by reference to the full text of the statutes and regulations described. Comerica expects that the Trump administration will seek to implement a regulatory reform agenda that is significantly different from that of the Biden administration, impacting the rulemaking, supervision, examination and enforcement priorities of the federal banking agencies. Changes in applicable law or regulation, and in their application by regulatory agencies, cannot be predicted, but they may have a material effect on the business of Comerica and its subsidiaries.

[Table of Contents](#)

Economic Growth, Regulatory Relief and Consumer Protection Act and Recent Developments

On May 24, 2018, EGRRCPA was signed into law. Among other regulatory changes, EGRRCPA amended various sections of the Dodd-Frank Act, including section 165 of Dodd-Frank Act, which was revised to raise the asset thresholds for determining the application of enhanced prudential standards for bank holding companies, companies (the "Tailoring Rules"). Under EGRRCPA bank holding companies with less than \$100 billion of consolidated assets, such as Comerica, became exempt from all of the Dodd-Frank enhanced prudential standards, except risk committee requirements. As a result, Comerica currently is not subject to the remaining Dodd-Frank Act enhanced prudential standards or certain capital and liquidity rules to large bank holding companies and depository institutions (the "Tailoring Rules").

Should Comerica meet or cross the \$100 billion asset threshold and thus become a Category IV institution, it will be subject to additional and more stringent regulation, which includes, but is not limited to, enhanced prudential standards for U.S. banking organizations with \$100 to \$250 billion of consolidated assets. In addition, Comerica would be required to pay the supervision and regulation fee assessment under the Dodd-Frank Act.

On July 27, 2023, the FRB, the FDIC, and the OCC issued a proposal, referred to as "Basel III Endgame," that would result in significant changes to the U.S. regulatory capital rules under EGRRCPA for banking organizations with total consolidated assets of \$100 billion or more. Comerica's total consolidated assets are below this \$100 billion threshold, but Comerica continues to invest in potential preparation should it meet that threshold or regulators lower that threshold. If Comerica becomes subject to these requirements or becomes subject to any other new laws or regulations related to capital and liquidity, such requirements could limit Comerica's ability to pay dividends or make share repurchases or require Comerica to reduce business levels or to raise capital, which would have a material adverse effect on Comerica's financial condition and results of operations.

In addition to laws and regulations focusing principally on asset thresholds, examination ratings also can affect Comerica. Adverse examination findings can result in confidential or public enforcement actions, which can affect fees, costs, operational requirements, and growth initiatives, at both Comerica and each of its subsidiary banks.

Requirements for Approval of Activities and Acquisitions

The Gramm-Leach-Bliley Act expanded the activities in which a bank holding company registered as a financial holding company can engage. A financial holding company may affiliate with securities firms and insurance companies and engage in activities that are financial in nature or incidental or complementary to activities that are financial in nature. Activities that are financial in nature include, but are not limited to: securities underwriting; securities dealing and market making; sponsoring mutual funds and investment companies (subject to regulatory requirements described below); insurance underwriting and agency; merchant banking; and activities that the FRB determines, in consultation with the Secretary of the United States Treasury, to be financial in nature or incidental to a financial activity. "Complementary activities" are activities that the FRB determines upon application to be complementary to a financial activity and that do not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally. In order to exercise the full benefits of its status as a bank holding company and a financial holding company, Comerica and each of its depository institution subsidiaries must be considered "well capitalized" and "well managed." If at any time a financial holding company or any subsidiary bank is not considered "well capitalized" or "well managed" under applicable regulatory standards, the law and the FRB limit its ability to conduct the broader financial activities permissible for financial holding companies, and impose limitations or conditions on its conduct or activities or those of its bank and non-bank affiliates. If the deficiencies persist, the FRB could order the financial holding company to divest any subsidiary bank or to cease engaging in any activities permissible for financial holding companies that are not permissible for bank holding companies, or the financial holding company could elect to conform its non-banking activities to those permissible for a bank holding company that is not also a financial holding company. Adverse examinations at the bank-level also could increase costs and limit activities and growth of Comerica Bank & Trust, National Association and the Bank and its subsidiaries.

Federal and state laws impose notice and approval requirements for mergers and acquisitions of other depository institutions or bank holding companies. In many cases, no FRB approval is required for a financial holding company to acquire a company engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the FRB. Prior approval is required before a financial holding company may acquire the beneficial ownership or control of more than 5% of any class of voting shares or substantially all of the assets of another bank holding company (including another financial holding company) or a bank. In considering applications for approval of

acquisitions, the banking regulators may take several factors into account, including whether the financial holding company and its subsidiaries are well capitalized and well managed, are in compliance with anti-money laundering laws and regulations, or have CRA ratings of less than "Satisfactory." The Bank's current CRA rating is "Outstanding."

[Table of Contents](#)

Acquisitions of Ownership of Comerica

Acquisitions of Comerica's voting stock above certain thresholds are subject to prior regulatory notice or approval under federal banking laws, including the Bank Holding Company Act of 1956 and the Change in Bank Control Act of 1978. Under the Change in Bank Control Act, a person or entity generally must provide prior notice to the FRB before acquiring the power to vote 10% or more of a subject company's company's outstanding common stock. Investors should be aware of these requirements when acquiring shares of Comerica's stock.

Capital and Liquidity

Comerica and its bank subsidiaries are subject to risk-based capital requirements and guidelines imposed by the FRB, FDIC and/or the OCC. In calculating risk-based capital requirements, a depository institution's or holding company's assets and certain specified off-balance sheet items (such as unused commitments and standby letters of credit) are assigned to various risk categories defined by those agencies, each weighted differently based on the level of risk that is ascribed to such assets or commitments, based on counterparty type, asset class and maturity. A depository institution's or bank holding company's capital is divided into three tiers: Common Equity Tier 1 ("CET1"), additional Tier 1, and Tier 2. CET1 capital predominantly includes common shareholders' equity, less certain deductions for goodwill, intangible assets and deferred tax assets that arise from net operating losses and tax credit carry-forwards, if any. Additional Tier 1 capital primarily includes any outstanding noncumulative perpetual preferred stock and related surplus. Comerica has also made the election to permanently exclude accumulated other comprehensive income related to debt securities classified as available-for-sale, cash flow hedges, and defined benefit postretirement plans from CET1 capital. Additional Tier 1 capital primarily includes any outstanding noncumulative perpetual preferred stock and related surplus. Tier 1 capital is equal to CET1 capital plus additional Tier 1 capital. Tier 2 capital primarily includes qualifying subordinated debt and qualifying allowance for credit losses. Total capital is the amount equal to Tier 1 capital plus Tier 2 capital. More information is set forth under the caption "Capital" in the Financial Section of this report. Total capital is the amount equal to Tier 1 capital plus Tier 2 Capital.

Entities that engage in trading activities that exceed specified levels also are required to maintain capital to account for market risk. Market risk includes changes in the market value of trading account, foreign exchange, and commodity positions, whether resulting from broad market movements (such as changes in the general level of interest rates, equity prices, foreign exchange rates, or commodity prices) or from position specific factors. From time to time, Comerica's trading activities may exceed specified regulatory levels, in which case Comerica adjusts its risk-weighted assets to account for market risk as required.

Bank holding companies and banks are currently required to maintain a CET1 capital ratio, Tier 1 capital ratio and total capital ratio equal to at least 4.5 percent, 6.0 percent and 8.0 percent of their total risk-weighted assets (including certain off-balance-sheet items, such as unused commitments and standby letters of credit), respectively. Comerica and its bank subsidiaries are also required to maintain a minimum capital conservation buffer of 2.5 percent in order to avoid restrictions on capital distributions and discretionary bonuses and to maintain a minimum "leverage ratio" (Tier 1 capital to non-risk-adjusted average total assets) of 4 percent.

To be well capitalized, banks are required to maintain a leverage ratio, CET1 capital ratio, Tier 1 capital ratio and total capital ratio equal to at least 5.0 percent, 6.5 percent, 8.0 percent and 10.0 percent, respectively. For purposes of the FRB's Regulation Y, including determining whether a bank holding company meets the requirements to be a financial holding company, bank holding companies must maintain a Tier 1 capital ratio of at least 6.0 percent and a total capital ratio of at least 10.0 percent to be well capitalized. The FRB may require bank holding companies to maintain capital ratios substantially in excess of mandated minimum levels, depending upon general economic conditions and a bank holding company's particular condition, risk profile and growth plans.

Failure to be well capitalized or to meet minimum capital requirements could result in certain mandatory and possible additional discretionary actions by regulators, including restrictions on the ability to pay dividends or otherwise distribute capital or to receive regulatory approval of applications, or other restrictions on growth.

[Table of Contents](#)

At December 31, 2023 December 31, 2024, Comerica met all of its minimum risk-based capital ratio and leverage ratio requirements plus the applicable capital conservation buffer and the applicable well capitalized requirements, as shown in the table below:

(dollar amounts in millions)	(dollar amounts in millions)	Comerica Incorporated (Consolidated)	Comerica Bank	(dollar amounts in millions)	Comerica Incorporated (Consolidated)	Comerica Bank
December 31, 2024						
CET1 capital (minimum \$3.3 billion (Consolidated))						
CET1 capital (minimum \$3.3 billion (Consolidated))						
CET1 capital (minimum \$3.3 billion (Consolidated))						
Tier 1 capital (minimum \$4.4 billion (Consolidated))						
Total capital (minimum \$5.8 billion (Consolidated))						
Risk-weighted assets						
Average assets (fourth quarter)						
CET1 capital to risk-weighted assets (minimum-4.5%)				11.89 %	11.74 %	
Tier 1 capital to risk-weighted assets (minimum-6.0%)						

Total capital to risk-weighted assets (minimum-8.0%)						
Tier 1 capital to average assets (minimum-4.0%)						
Capital conservation buffer (minimum- 2.5%)						
December 31, 2023						
CET1 capital (minimum \$3.4 billion (Consolidated))						
CET1 capital (minimum \$3.4 billion (Consolidated))						
CET1 capital (minimum \$3.4 billion (Consolidated))						
Tier 1 capital (minimum \$4.6 billion (Consolidated))						
Total capital (minimum \$6.1 billion (Consolidated))						
Risk-weighted assets						
Average assets (fourth quarter)						
CET1 capital to risk-weighted assets (minimum-4.5%)	CET1 capital to risk-weighted assets (minimum-4.5%)	11.09 %	10.57 %	CET1 capital to risk-weighted assets (minimum-4.5%)	11.09 %	10.57 %
Tier 1 capital to risk-weighted assets (minimum-6.0%)						
Total capital to risk-weighted assets (minimum-8.0%)						
Tier 1 capital to average assets (minimum-4.0%)						
Capital conservation buffer (minimum- 2.5%)						
December 31, 2022						
CET1 capital (minimum \$3.5 billion (Consolidated))						
CET1 capital (minimum \$3.5 billion (Consolidated))						
CET1 capital (minimum \$3.5 billion (Consolidated))						
Tier 1 capital (minimum \$4.7 billion (Consolidated))						
Total capital (minimum \$6.3 billion (Consolidated))						
Risk-weighted assets						
Average assets (fourth quarter)						
CET1 capital to risk-weighted assets (minimum-4.5%)		10.00 %	9.90 %			
Tier 1 capital to risk-weighted assets (minimum-6.0%)						
Total capital to risk-weighted assets (minimum-8.0%)						
Tier 1 capital to average assets (minimum-4.0%)						
Capital conservation buffer (minimum- 2.5%)						

Additional information on the calculation of Comerica's and its bank subsidiaries' CET1 capital, Tier 1 capital, total capital and risk-weighted assets is set forth in the "Capital" section in the Financial Section of this report and Note 20 of the Notes to Consolidated Financial Statements in the Financial Section of this report.

Federal Deposit Insurance Corporation Improvement Act

The Federal Deposit Insurance Corporation Improvement Act ("FDICIA") requires, among other things, the federal banking agencies to take "prompt corrective action" with respect to depository institutions that do not meet certain minimum capital requirements. FDICIA establishes five capital tiers: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." An institution that fails to remain well capitalized becomes subject to a series of restrictions that increase in severity as its capital condition weakens. Such restrictions may include a prohibition on capital distributions, restrictions on asset growth or restrictions on the ability to receive regulatory approval of applications. The FDICIA also provides for enhanced supervisory authority over undercapitalized institutions, including authority for the appointment of a conservator or receiver for the institution.

As an additional means to identify problems in the financial management of depository institutions, FDICIA requires federal bank regulatory agencies to establish certain non-capital-based safety and soundness standards for institutions any such agency supervises. The standards relate generally to, among others, earnings, liquidity, operations and management, asset quality, various risk and management exposures (e.g. (e.g., credit, operational, market, interest rate, etc.) and executive compensation. The agencies are authorized to take action against institutions that fail to meet such standards.

FDICIA also contains a variety of other provisions that may affect the operations of depository institutions including reporting requirements, regulatory standards for real estate lending, "truth in savings" provisions, the requirement that a depository institution give 90 days prior notice to customers and regulatory authorities before closing any domestic branch, and a prohibition on the acceptance or renewal of brokered deposits by depository institutions that are not well capitalized or are adequately capitalized and have not received a waiver from the FDIC.

Dividends

Comerica Incorporated is a legal entity separate and distinct from its banking and other subsidiaries. Since Comerica's consolidated net income and liquidity consists largely of net income of and dividends received from Comerica's bank subsidiaries, Comerica's ability to pay dividends and repurchase shares depends upon its receipt of dividends from these subsidiaries. There are statutory and regulatory requirements applicable to the payment of dividends by subsidiary banks to

Table of Contents

Comerica, as well as by Comerica to its shareholders. Certain, but not all, of these requirements are discussed below. No assurances can be given that Comerica's bank subsidiaries will, in any circumstances, pay dividends to Comerica.

Banks are required by federal law to obtain the prior approval of the FRB and/or the OCC, as the case may be, for the declaration and payment of dividends, if the total of all dividends declared by the board of directors of such bank in any calendar year will exceed the total of (i) such bank's net income (as defined and interpreted by regulation) for that year plus (ii) the retained net income (as defined and interpreted by regulation) for the preceding two years, less any required transfers to surplus or to fund the retirement of preferred stock. At **January 1, 2024** **January 1, 2025**, Comerica's subsidiary banks could declare aggregate dividends of approximately **\$400 million** **\$782 million** from retained net profits of the preceding two years. Comerica's subsidiary banks declared dividends of **\$200 million in 2024**, **\$675 million in 2023** **\$1.0 billion** and **\$1.0 billion in 2022** and **\$852 million in 2021**.

Furthermore, federal regulatory agencies can prohibit a bank or bank holding company from paying dividends under circumstances in which such payment could be deemed an unsafe and unsound banking practice. Under the FDICIA "prompt corrective action" regime discussed above, a bank is specifically prohibited from paying dividends to its parent company if payment would result in the bank becoming "undercapitalized." In addition, the Bank is also subject to limitations under Texas state law regarding the amount of earnings that may be paid out as dividends to Comerica and requires prior approval for payments of dividends that exceed certain levels.

FRB supervisory guidance generally provides that a bank holding company should not maintain its existing rate of dividends on common stock unless (1) the organization's net income over the past year has been sufficient to fully fund the dividends, (2) the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality and overall financial condition and (3) the organization will continue to meet minimum required capital adequacy ratios. The supervisory guidance also provides that a bank holding company should inform the FRB reasonably in advance of declaring or paying a dividend that exceeds earnings for the period for which the dividend is being paid or that could result in a material adverse change to the bank holding company's capital structure. The guidance suggests that bank holding companies consult with the FRB before redeeming or repurchasing capital instruments, or materially increasing dividends. In addition, FRB regulation requires bank holding companies to provide notice to or obtain approval from the FRB prior to purchasing or redeeming equity securities under certain circumstances.

Transactions with Affiliates

Federal banking laws and regulations impose qualitative standards and quantitative limitations upon certain transactions between a bank and its affiliates, on the one hand, and Comerica's affiliate insured depository institutions, on the other. For example, Section 23A of the Federal Reserve Act limits the aggregate outstanding amount of any insured depository institution's loans and other "covered transactions" with any **particular nonbank affiliate (including financial subsidiaries)** **individual "affiliate"** (as defined by Section 23A of the Federal Reserve Act, as implemented by Regulation W) to no more than 10% of the institution's total **capital and surplus**, and limits the aggregate outstanding amount of any insured depository institution's covered transactions with all of its **nonbank** affiliates to no more than 20% of its total **capital, capital and surplus**. "Covered transactions" are defined by statute to include (i) a loan or extension of credit to an affiliate, (ii) a purchase of securities issued by an affiliate, (iii) a purchase of assets (unless otherwise exempted by the FRB) from the affiliate, (iv) the acceptance of securities issued by the affiliate as collateral for a loan, (v) the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate and (vi) securities borrowing or lending transactions and derivative transactions with an affiliate, to the extent that either causes a bank or its affiliate to have credit exposure to the securities borrowing/lending or derivative counterparty. Section 23A of the Federal Reserve Act also generally requires that an insured depository institution's loans to its **nonbank** affiliates be, at a minimum, 100% secured, and Section 23B of the Federal Reserve Act generally requires that an insured depository institution's transactions with its **nonbank** affiliates be on terms and under circumstances that are substantially the same or at least as favorable as those prevailing for comparable transactions with nonaffiliates.

Loans to Insiders

Federal Reserve Act and Regulation O restrictions on loans to directors, executive officers, principal stockholders and their related interests (collectively, "insiders") apply to all insured institutions and their subsidiaries and holding companies. These restrictions include conditions that must be met before insider loans can be made, limits on loans to an individual insider and an aggregate limitation on all loans to insiders and their related interests. These loans cannot exceed the institution's total unimpaired capital and surplus, and the Federal Reserve Board may determine that a lesser amount is appropriate. Insiders are subject to enforcement actions for knowingly accepting loans in violation of applicable restrictions. The Dodd-Frank Act amended the statutes placing limitations on loans to insiders by including credit exposures to the person arising from a derivatives transaction, repurchase agreement, reverse repurchase agreement, securities lending transaction or securities borrowing transaction between the member bank and the person within the definition of an extension of credit.

Federal Laws Applicable to Credit Transactions

Comerica's loan operations are subject to federal laws and implementing regulations applicable to credit transactions, such as the Truth-In-Lending Act, the Home Mortgage Disclosure Act of 1975, the Equal Credit Opportunity Act, the Fair

Table of Contents

Credit Reporting Act of 1978, 1978 ("FCRA"), the Fair Debt Collection Practices Act, the Servicemembers Civil Relief Act, the Dodd-Frank Act and rules and regulations of the various federal agencies charged with the responsibility of implementing these federal laws. State usury laws and federal laws concerning interest rates apply to interest and other charges collected or contracted for by Comerica.

Federal Laws Applicable to Deposit Operations

Comerica's deposit operations are subject to multiple federal laws, including the Right to Financial Privacy Act, the Truth in Savings Act and the Electronic Funds Transfer Act. The Dodd-Frank Act amended the Electronic Funds Transfer Act to, among other things, give the Federal Reserve Board the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer. The On November 14, 2023, the FRB is currently soliciting comments on issued a proposal to lower the maximum interchange fee a large debit card issuer can receive for a debit card transaction. The FRB has not yet issued a final rule.

Data Privacy and Cybersecurity Regulation

Comerica is subject to many U.S. federal, U.S. state and international laws and regulations governing consumer data privacy protection, which require, among other things, maintaining policies and procedures to protect the non-public confidential information of customers and employees. The privacy provisions of the Gramm-Leach-Bliley Act generally prohibit financial institutions from disclosing nonpublic personal financial information of consumer customers to third parties for certain purposes (primarily marketing) unless customers have the opportunity to "opt out" of the disclosure. Other laws and regulations, at the international, federal and state levels, limit Comerica's ability to share certain information with affiliates and non-affiliates for marketing and/or non-marketing purposes, or to contact customers with marketing offers. The Gramm-Leach-Bliley Act also requires banks to implement a comprehensive information security program that includes administrative, technical and physical safeguards to ensure the security and confidentiality of customer records and information.

Federal banking and securities regulations also impose certain requirements on Comerica and its subsidiary banks in the event of a cyber- or computer-related security incident. In 2021, the federal banking regulators issued the interagency rule for Computer-Security Incident Notification Requirements for Banking Organizations and Their Service Providers, which became effective on April 1, 2022. The rule requires a bank to notify its primary federal regulator of certain cybersecurity "computer-security" incidents within thirty-six (36) hours after the bank determines that a cybersecurity computer-security incident has occurred. The rule defines what constitutes a reportable computer-security incident and also requires bank service providers to provide notice to their respective banking organization customers of certain cybersecurity computer-security incidents. The SEC recently issued a Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure rule, which became effective in December of 2023, and which requires that a registered company file a Form 8-K to disclose the occurrence of a material cybersecurity incident within four (4) business days of determining that such an incident has occurred. The rule also requires that a registered company include certain information regarding its information security program as part of its annual Form 10-K filing, including a discussion of its processes for assessing, identifying, and managing material risks from cybersecurity threats and a description of oversight and management of cybersecurity threats at the board and management levels.

Data privacy and data protection are also areas of increasing state legislative focus. For example, the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act of 2020 in 2023 (collectively, the "CCPA"), applies to for-profit businesses that conduct business in California and meet certain revenue or data collection thresholds. The CCPA gives consumers the right to request disclosure of information collected about them, and whether that information has been sold or shared with others, the right to request deletion of personal information (subject to certain exceptions), the right to opt out of the sale of the consumer's personal information, and the right not to be discriminated against for exercising these rights. The CCPA contains several exemptions, including an exemption applicable to information that is collected, processed, sold or disclosed pursuant to the Gramm-Leach-Bliley Act. Comerica has a physical footprint in California and is required to comply with the CCPA. Similar laws may also be adopted by other states. The There have also been ongoing discussions and proposals in the U.S. Congress with respect to new federal government may also pass data privacy or data protection legislation, and security laws to which Comerica could become subject, if enacted.

Like other lenders, the Bank and other of Comerica's subsidiaries use credit bureau data in their underwriting activities. Use of such data is regulated under the FCRA, and the FCRA also regulates reporting information to credit bureaus, prescreening individuals for credit offers, sharing of information between affiliates, and using affiliate data for marketing purposes. Similar state State laws similar to the FCRA may impose additional requirements on Comerica and its subsidiaries.

FDIC Insurance Assessments

The DIF provides deposit insurance coverage for certain deposits up to \$250,000 per depositor in each deposit account category. Comerica's subsidiary banks are subject to FDIC deposit insurance assessments to maintain the DIF. The FDIC imposes a risk-based deposit premium assessment system, where the assessment rates for an insured depository institution are determined by an assessment rate calculator, which is based on a number of elements to measure the risk each institution poses to the DIF. The assessment rate is applied to total average assets less tangible equity. Under the current system, premiums are

Table of Contents

assessed quarterly and could increase if, for example, criticized loans and/or other higher risk assets increase or balance sheet liquidity decreases, or a bank's supervisory ratings worsen. For 2023, 2024, Comerica's FDIC insurance expense totaled \$180 million \$76 million.

On October 18, 2022, the FDIC finalized a rule that would increase initial base deposit insurance assessment rates by two basis points, beginning with the first quarterly assessment period of 2023. The FDIC, as required under the Federal Deposit Insurance Act, established a plan in September 2020 to restore the DIF reserve ratio to meet or exceed the statutory minimum of 1.35 percent within eight years. This plan did not include an increase in the deposit insurance assessment rate. Based on the FDIC's recent projections, however, the FDIC determined that the DIF reserve ratio is at risk of not reaching the statutory minimum by the statutory deadline of September 30, 2028 without increasing the deposit insurance assessment rates. The increased assessment would improve the likelihood that the DIF reserve ratio would reach the required minimum by the statutory deadline, consistent with the FDIC's Amended Restoration Plan. The rule became effective as of January 1, 2023.

As a result of bank failures during early 2023, regulators invoked a "systemic risk exception" in an effort to strengthen public confidence in the banking system and protect depositors. As required by law, the FDIC announced that any losses to the DIF to support uninsured depositors will be recovered by a special assessment on banking organizations. On November 16, 2023, the FDIC adopted a final rule to implement this special assessment based on a banking organization's estimated uninsured deposits as of December 31, 2022, excluding the first \$5 billion in estimated uninsured deposits. Comerica recorded an expense of \$109 million as a result of this special assessment during the year ended December 31, 2023 and an additional \$13 million during the year ended December 31, 2024.

Anti-Money Laundering Regulations

Comerica is subject to several federal laws that are designed to combat money laundering, terrorist financing, and transactions with persons, companies or foreign governments designated by U.S. authorities ("AML laws"). This category of laws includes the Currency and Foreign **Transactions** **Transaction** Reporting Act of **170,1970**, as amended (the "Bank Secrecy Act"), the Money Laundering Control Act, and the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, or USA PATRIOT Act.

The AML laws and their implementing regulations require insured depository institutions, broker-dealers, and certain other financial institutions to have policies, procedures, and controls to detect, prevent, and report money laundering and terrorist financing. The AML laws and their regulations also provide for information sharing, subject to conditions, between federal law enforcement agencies and financial institutions, as well as among financial institutions, for counter-terrorism purposes. Federal banking regulators are required, when reviewing bank holding company acquisition and bank merger applications, to take into account the effectiveness of the anti-money laundering activities of the applicants. To comply with these obligations, Comerica and its various operating units have implemented appropriate internal practices, procedures, and controls.

The Anti-Money Laundering Act of 2020 (the "AML 2020 Act") was enacted as part of the National Defense Authorization Act for Fiscal Year 2021. The AML 2020 Act is the most significant revision to the AML laws since the USA PATRIOT Act. The AML 2020 Act clarifies and streamlines the Bank Secrecy Act and AML obligations in the following ways: it requires U.S. entities and entities doing business in the United States to report into a national registry maintained by the Financial Crimes Enforcement Network ("FinCEN") certain beneficial ownership information, subject to exceptions; modernizes the statutory definition of "financial institution" to include (i) entities that provide services involving "value that substitutes for currency," which includes stored value and virtual currencies and (ii) any person engaged in the trade of antiquities, including an advisor, consultant or any other person who deals in the sale of antiquities; enhances penalties for Bank Secrecy Act and AML violations, including claw back of bonuses; increases AML whistleblower awards and expands whistleblower protections; requires the Secretary of the Treasury to establish and update **National AML Priorities** every four years, **National AML Priorities**, which are incorporated into the Bank Secrecy Act compliance programs at financial institutions subject to the Bank Secrecy Act; among other amendments. Implementing regulations concerning certain provisions of the AML 2020 Act have been proposed by FinCEN, but not all have been finalized. On September 29, 2022, FinCEN issued a final rule establishing a beneficial ownership information reporting requirement under the Corporate Transparency Act (CTA) ("CTA"), which was passed as part of the AML 2020 Act. The rule, which became effective January 1, 2024, requires most entities created in or registered to do business in the United States, subject to certain exceptions, to report information about their beneficial owners to FinCEN. Although the January 1, 2025, compliance date has passed, the beneficial ownership information reporting requirement under the CTA is subject to ongoing litigation, and whether the requirement will be enforced going forward remains an open question. Comerica will continue to monitor regulatory developments and ongoing litigation related to the CTA, including future FinCEN rulemakings, and will continue to assess the ultimate impact of the CTA on Comerica, including on its Bank Secrecy Act and AML policies and procedures.

[Table of Contents](#)

[Office of Foreign Assets Control Sanctions Regulation](#)

The U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") is responsible for administering economic sanctions that affect transactions with designated foreign countries, nationals and others, as **defined required** by various Executive Orders and Acts of Congress. OFAC-administered sanctions take many different forms. For example, sanctions may include: (1) restrictions on trade with or investment in a **sanctioned country or with persons located in, resident of, or organized under the laws of** a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on U.S. persons engaging in financial transactions relating to, making investments in, or providing investment-related advice or assistance to, a sanctioned country; and (2) **a blocking of assets in which the government or "specially designated nationals" of the a sanctioned country or sanctioned persons** have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). OFAC also publishes **lists** **a list of persons and organizations and countries** **subject to sanctions, including, among others, those** suspected of aiding, harboring or engaging in terrorist acts, known as the **Specially Designated Nationals and Blocked Persons**. Persons List. Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal, **financial** and reputational consequences.

[Interstate Banking and Branching](#)

The Interstate Banking and Branching Efficiency Act (the "Interstate Act"), as amended by the Dodd-Frank Act, permits a bank holding company, with FRB approval, to acquire banking institutions located in states other than the bank holding company's home state without regard to whether the transaction is prohibited under state law, but subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company, prior to and following the proposed acquisition, control no more than 10 percent of the total amount of deposits of insured depository institutions in the U.S. and no more than 30 percent of such deposits in that state (or such amount as established by state law if such amount is lower than 30 percent). The Interstate Act, as amended, also authorizes banks to operate branch offices outside their home states by merging with out-of-state banks, purchasing branches in other states and by establishing *de novo* branches in other states, subject to various conditions. In the case of purchasing branches in a state in which it does not already have banking operations, *de novo* interstate branching is permissible if under the law of the state in which the branch is to be located, a state bank chartered by that state would be permitted to establish the branch.

[Source of Strength and Cross-Guarantee Requirements](#)

Federal law and FRB regulations require that bank holding companies serve as a source of strength to each subsidiary bank and commit resources to support each subsidiary bank. This support may be required at times when a bank holding company may not be able to provide such support without adversely affecting its ability to meet other obligations. The FRB may require a bank holding company to make capital injections into a troubled subsidiary bank and may charge the bank holding company with engaging in unsafe and unsound practices if the bank holding company fails to commit resources to such a subsidiary bank or if it undertakes actions that the FRB believes might jeopardize the bank holding company's ability to commit resources to such subsidiary bank. Under these requirements, Comerica may in the future be required to provide financial assistance to its subsidiary banks should they experience financial distress. Capital loans by Comerica to its subsidiary banks would be subordinate in right of payment to deposits and certain other debts of the subsidiary banks. In the event of Comerica's bankruptcy, any commitment by Comerica to a federal bank regulatory agency to maintain the capital of its subsidiary banks would be assumed by the bankruptcy trustee and entitled to a priority of payment.

Similarly, under the cross-guarantee provisions of the Federal Deposit Insurance Act, in the event of a loss suffered or anticipated by the FDIC (either as a result of the failure of a banking subsidiary or related to FDIC assistance provided to such a subsidiary in danger of failure), the other banking subsidiaries may be assessed for the FDIC's loss, subject to certain exceptions. An FDIC cross-guarantee claim against a depository institution is superior in right of payment to claims of the holding company and its affiliates against such depository institution.

[Supervisory and Enforcement Powers of Federal and State Banking Agencies](#)

The FRB and other federal and state banking agencies have broad supervisory and enforcement powers, including, without limitation, and as prescribed to each agency by applicable law, the power to conduct examinations and investigations, impose nonpublic supervisory agreements, issue cease and desist orders, terminate deposit insurance, impose substantial fines and other civil penalties and appoint a conservator or receiver. Failure to comply with applicable laws or regulations could subject Comerica or its banking subsidiaries, as well as officers and directors of these organizations, to administrative sanctions and potentially substantial civil and criminal penalties. Bank regulators regularly examine the operations of bank holding companies and banks, and the results of these examinations, as well as certain supervisory and enforcement actions, are confidential and may not be made public. Regulatory and supervisory scrutiny of regional banking organizations has recently increased as a result of the bank failures in the spring of 2023.

[Table of Contents](#)

Resolution Plans

As a depository institution with \$50 billion or more of total consolidated assets, the Bank is required to periodically file a resolution plan with the FDIC. On April 16, 2019, the FDIC released an advanced notice of proposed rulemaking ("ANPR") with respect to the FDIC's bank resolution plan requirements meant to better tailor bank resolution plans to a firm's size, complexity and risk profile. In connection with this rulemaking, the FDIC placed a moratorium on resolution plans until the rulemaking process was complete.

On June 25, 2021, the FDIC lifted the moratorium on resolution plan submissions for institutions with \$100 billion or more in total assets. Under the FDIC's *Statement on Resolution Plans for IDIs*, an institution will be required to submit resolution plans when it has \$100 billion or more in total assets as determined based upon the average of the institution's four most recent Reports of Condition and Income.

On ~~August 29, 2023~~ June 20, 2024, the FDIC released a proposed final rule that would require ~~requires~~ insured depository institutions with assets of at least \$50 billion but less than \$100 billion, such as the Bank, to submit resolution-related informational filings. Comerica is monitoring preparing to file the development of this proposal. ~~informational filing as required by the final rule.~~

Incentive-Based Compensation

Comerica is subject to guidance issued by the FRB, OCC and FDIC intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers senior executives as well as other employees who, either individually or as part of a group, have the ability to expose the banking organization to material amounts of risk, is based upon the key principles that a banking organization's incentive compensation arrangements (i) should provide employees incentives that appropriately balance risk and financial results in a manner that does not encourage employees to expose their organizations to imprudent risk; (ii) should be compatible with effective controls and risk-management; and (iii) should be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. Banking organizations are expected to review regularly their incentive compensation arrangements based on these three principles. Where there are deficiencies in the incentive compensation arrangements, they should be promptly addressed. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization's safety and soundness, particularly if the organization is not taking prompt and effective measures to correct the deficiencies. Similar to other large banking organizations, Comerica has been subject to a continuing review of incentive compensation policies and practices by representatives of the FRB, the Federal Reserve Bank of Dallas and the Texas Department of Banking since 2011. As part of that review, Comerica has undertaken a thorough analysis of all the incentive compensation programs throughout the organization, the individuals covered by each plan and the risks inherent in each plan's design and implementation. Comerica has determined that risks arising from employee compensation plans are not reasonably likely to have a material adverse effect on Comerica. It is Comerica's intent to continue monitoring regulations and best practices for sound incentive compensation practices.

In ~~2016~~ 2024, the FRB, OCC and several other federal financial regulators revised and re-proposed rules, ~~previously proposed in 2016~~, to implement Section 956 of the Dodd-Frank Act. Section 956 directed regulators to jointly prescribe regulations or guidelines prohibiting incentive-based payment arrangements, or any feature of any such arrangement, at covered financial institutions that encourage inappropriate risks by providing excessive compensation or that could lead to a material financial loss. This proposal would supplement the final guidance issued by the banking agencies in June 2010. Consistent with the Dodd-Frank Act, the proposed rule would impose heightened standards for institutions with \$50 billion or more in total consolidated assets, which includes Comerica. For these larger institutions, the proposed rule would require the deferral of at least 40 percent of incentive-based payments for designated executives and significant risk-takers who individually have the ability to expose the institution to possible losses that are substantial in relation to the institution's size, capital or overall risk tolerance. Moreover, incentive-based compensation of these individuals would be subject to potential clawback for seven years following vesting. Further, the rule would impose enhanced risk management controls and governance and internal policy and procedure requirements with respect to incentive compensation. Comerica is monitoring the development of this proposal.

The Volcker Rule

Comerica is prohibited under the Volcker Rule from (1) engaging in short-term proprietary trading for its own account and (2) having certain ownership interests in and relationships with hedge funds or private equity funds ("Covered Funds"). The Volcker Rule regulations contain exemptions for market-making, hedging, underwriting and trading in U.S. government and agency obligations, and permit certain ownership interests in certain types of Covered Funds to be retained. They also permit the offering and sponsoring of Covered Funds under certain conditions. The Volcker Rule regulations impose significant compliance and reporting obligations on banking entities.

Comerica has compliance programs required by the Volcker Rule and has either divested or received extensions for any holdings in Covered Funds.

[Table of Contents](#)

In October 2019, the five federal agencies with rulemaking authority with respect to the Volcker Rule finalized changes designed to simplify compliance with the Volcker Rule. The final rule formalized a three-tiered approach to compliance program requirements for banking entities based on their level of trading activity. As a banking entity with "moderate" trading assets and liabilities (less than \$20 billion), Comerica is subject to simplified compliance requirements. In June 2020, regulators finalized a rule further modifying the Volcker Rule's prohibition on banking entities investing in or sponsoring Covered Funds. The final rule modifies three areas of the rule by: streamlining the covered funds portion of the rule; addressing the extraterritorial treatment of certain foreign funds; and permitting banking entities to offer financial services and engage in other activities that do not raise concerns that the Volcker Rule was intended to address. Comerica continues to follow Volcker Rule developments.

Derivative Transactions

As a state member bank, the Bank may engage in derivative transactions, as permitted by applicable Texas and federal law. Title VII of the Dodd-Frank Act contains a comprehensive framework for over-the-counter ("OTC") derivatives transactions. Even though many of the requirements do not impact Comerica directly, since the Bank does not

meet the definition of swap dealer or major swap participant, Comerica continues to review and evaluate the extent to which such requirements impact its business indirectly. On November 5, 2018, the CFTC issued a final rule that sets the permanent aggregate gross notional amount threshold for the *de minimis* exception from the definition of swap dealer at \$8 billion in swap dealing activity entered into by a person over the preceding 12 months. months, and a lower threshold of \$25 million in swap dealing activities with "special entities" as such term is defined in 17 CFR 23.401(c). Comerica's swap dealing activities for purposes of the *de minimis* exception are currently below this threshold. these thresholds.

The initial margin requirements for non-centrally cleared swaps and security-based swaps were effective for Comerica's swap and security-based swap counterparties that are swap dealers or major swap participants on September 1, 2022, and such counterparties are required to collect initial margin from Comerica. The initial margin requirements were issued for the purpose of ensuring safety and soundness of swap trading in light of the risk to the financial system associated with non-cleared swaps activity.

Consumer Financial Protection Bureau and Certain Recent Consumer Finance Regulations

Comerica is subject to regulation by the CFPB, which has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions and possesses examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets, including the Bank, and their depository affiliates. Among other things, the CFPB is focused on reducing or eliminating so-called "junk fees" which include some sources of bank fee revenue.

Comerica is also subject to certain state consumer protection laws, and under the Dodd-Frank Act, state attorneys general and other state officials are empowered to enforce certain federal consumer protection laws and regulations. In recent years, state authorities have increased their focus on and enforcement of consumer protection rules. These federal and state consumer protection laws apply to a broad range of Comerica's activities and to various aspects of its business and include laws relating to interest rates, fair lending, disclosures of credit terms and estimated transaction costs to consumer borrowers, debt collection practices, the use of and the provision of information to consumer reporting agencies, and the prohibition of unfair, deceptive or abusive acts or practices in connection with the offer, sale or provision of consumer financial products and services.

UNDERWRITING APPROACH

The loan portfolio is a primary source of profitability and risk, so making proper loan underwriting is critical to Comerica's long-term financial success. Comerica extends credit to businesses, individuals and public entities based on sound lending principles and consistent with prudent banking practice. During the loan underwriting process, a qualitative and quantitative analysis of potential credit facilities is performed, and the credit risks associated with each relationship are evaluated. Important factors considered as part of the underwriting process for new loans and loan renewals include:

- People: Including the competence, integrity and succession planning of customers.
- Purpose: The legal, logical and productive purposes of the credit facility.
- Payment: Including the source, timing and probability of payment.
- Protection: Including obtaining alternative sources of repayment, securing the loan, as appropriate, with collateral and/or third-party guarantees and ensuring appropriate legal documentation is obtained.
- Perspective: The risk/reward relationship and pricing elements (cost of funds; servicing costs; time value of money; credit risk).

Comerica prices credit facilities to reflect risk, the related costs and the expected return, while maintaining competitiveness with other financial institutions. Loans with variable and fixed rates are underwritten to achieve expected risk.

[Table of Contents](#)

adjusted risk-adjusted returns on the credit facilities and for the full relationship including the borrower's ability to repay the principal and interest based on such rates.

Credit Approval and Monitoring

Approval of new loan exposure and oversight and monitoring of Comerica's loan portfolio is the joint responsibility of the Credit Risk Management and Decisioning department and the Credit Underwriting department (collectively referred to as "Credit"), plus the business units ("Line"). Credit assists the Line with underwriting by providing objective financial analysis, including an assessment of the borrower's business model, balance sheet, cash flow and collateral. The approval of new loan exposure is the joint responsibility of Credit Risk Management and Decisioning and the Line. Each commercial borrower relationship is assigned an internal risk rating by Credit Risk Management and Decisioning. Further, Credit updates the assigned internal risk rating as new information becomes available as a result of periodic reviews of credit quality, a change in borrower performance or approval of new loan exposure. The goal of the internal risk rating framework is to support Comerica's risk management capability, including its ability to identify and manage changes in the credit risk profile of its portfolio, predict future losses and price the loans appropriately for risk. Finally, the Line and Credit (including its Credit Analytics and Strategy department) work together to insure the overall credit risk within the loan portfolio is consistent with the Bank's Credit Risk Appetite.

Credit Policy

Comerica maintains a comprehensive set of credit policies. Comerica's credit policies provide Line and Credit Personnel with a framework of sound underwriting practices and potential loan structures. These credit policies also provide the framework for loan committee approval authorities based on its internal risk-rating system and establish maximum exposure limits based on risk ratings and Comerica's legal lending limit. Credit, in conjunction with the Line, monitors compliance with the credit policies and modifies the existing policies as necessary. New or modified policies/guidelines require approval by the Strategic Credit Committee, chaired by Comerica's Chief Credit Officer and comprised of senior credit, market and risk management executives.

Commercial Loan Portfolio

Commercial loans are underwritten using a comprehensive analysis of the borrower's operations. The underwriting process includes an analysis of some or all of the factors listed below:

- The borrower's business model and industry characteristics.
- Periodic review of financial statements including financial statements audited by an independent certified public accountant when appropriate.
- The proforma financial condition including financial projections.

- The borrower's sources and uses of funds.
- The borrower's debt service capacity.
- The guarantor's financial strength.
- A comprehensive review of the quality and value of collateral, including independent third-party appraisals of machinery and equipment and commercial real estate, as appropriate, to determine the advance rates.
- Physical inspection of collateral and audits of receivables, as appropriate.

For additional information specific to certain businesses within our commercial portfolio, please see the caption "Concentrations of Credit Risk" in the Financial Section of this report.

Commercial Real Estate (CRE) Loan Portfolio

Comerica's CRE loan portfolio consists of real estate construction and commercial mortgage loans and includes loans to real estate developers and investors and loans secured by owner-occupied real estate. Comerica's CRE loan underwriting policies are consistent with the **underwriting** approach described above and provide maximum loan-to-value ratios that limit the size of a loan to a maximum percentage of the value of the real estate collateral securing the loan. The loan-to-value percentage varies by the type of collateral and is limited by advance rates established by our regulators. Our loan-to-value limitations are, in certain cases, more restrictive than those required by regulators and are influenced by other risk factors such as the financial strength of the borrower or guarantor, the equity provided to the project and the viability of the project itself. CRE loans generally require cash equity. CRE loans are normally originated with full recourse or limited recourse to all principals and owners. There are limitations to the size of a single project loan and to the aggregate dollar exposure to a single guarantor. For

additional information specific to our CRE loan portfolio, please see the caption "Commercial Real Estate Lending" in the Financial Section of this report.

Table of Contents

Consumer and Residential Mortgage Loan Portfolios

Comerica's consumer and residential mortgage loan underwriting includes an assessment of each borrower's personal financial condition, including a review of credit reports and related FICO scores (a type of credit score used to assess an applicant's credit risk) and verification of income and assets, as applicable. After origination, internal risk ratings are assigned based on payment status and product type.

Comerica does not originate subprime loans. Although a standard industry definition for subprime loans (including subprime mortgage loans) does not exist, Comerica defines subprime loans as specific product offerings for higher risk borrowers, including individuals with one or a combination of high credit risk factors. These credit factors include low FICO scores, poor patterns of payment history, high debt-to-income ratios and elevated loan-to-value. Comerica generally considers subprime FICO scores to be those below 620 on a secured basis (excluding loans with cash or near-cash collateral and adequate income to make payments) and below 660 for unsecured loans. Residential mortgage loans retained in the portfolio are largely relationship based. The remaining loans are typically eligible to be sold on the secondary market. Adjustable-rate loans are limited to standard conventional loan programs. For additional information specific to our residential real estate loan portfolio, please see the caption "Residential Real Estate Lending" in the Financial Section of this report.

HUMAN CAPITAL RESOURCES

Comerica's relationship banking strategy relies heavily on the personal relationships and the quality of service provided by employees. Accordingly, Comerica aims to attract, develop and retain employees who can drive financial and strategic growth objectives and build long-term shareholder value. Key items related to Comerica's human capital resources are described below.

Structure. As of **December 31, 2023** **December 31, 2024**, Comerica and its subsidiaries had **7,496** **7,565** full-time and **367** **363** part-time employees, **primarily** **mainly** located in Comerica's primary markets of Michigan, Texas, California, Arizona, Florida and North Carolina. Comerica's Chief Administrative Officer and Chief Human Resources Officer reports directly to the Chairman, President and CEO and manages all aspects of the employee experience, including talent acquisition, **diversity and inclusion**, **colleague engagement**, learning and development, talent management, compensation and benefits.

The Governance, Compensation and Nominating Committee of the Board reviews Comerica's human capital management strategy **and which encompasses** talent development **program**, **including** **programs**, **succession planning**, **recruitment evaluations** and **development activities**. **other workforce updates**. This Committee also reviews Comerica's **employee diversity**, **equity and inclusion** initiatives, as well as the results of those initiatives. The full Board, either directly or through one or more of its committees, is **provided** **annual workforce updates**, **colleague engagement** **programs**. To enhance the Board's understanding of Comerica's talent pipeline, the Board routinely meets with high-potential employees in formal and informal settings.

Productivity. Comerica carefully manages the size of its workforce and reallocates resources as needed. **As of December 31, 2023**, Comerica's total employee headcount, **on a full-time equivalent basis**, was 13 percent lower than as of December 31, 2015. Additionally, for 2023, Comerica managed an average of \$15 million and \$16 million of loans and deposits per employee.

Diversity. Comerica has an organization-wide focus on an inclusive workforce that resembles the communities that it serves. **As employee as of December 31, 2023**, Comerica's U.S. colleagues had the following attributes:

	Female (%)	Minority (%)
Employees	63	43
Officials and Managers ⁽¹⁾	53	31
Executive Officers ⁽²⁾	37	21

⁽¹⁾ Based on EEO-1 job classifications.

(2) Using Securities December 31, 2024 and Exchange Commission definition.

Forbes recognized Comerica as "One of Dallas-Fort Worth's Top Workplaces." Newsweek listed Comerica in its 2024 list of America's Greatest Workplaces for Diversity. The Hispanic Association on Corporate Responsibility rated Comerica with five stars – the highest marking – in the category of governance in its 2023, Corporate Inclusion Index. Human Rights Campaign's Corporate Equality Index (for LGBTQ+ equality) once again gave Comerica a perfect score of 100% in 2023, respectively.

Comerica has thirteen 15 Employee Resource Groups (ERGs), consisting of employees with common interests organized to promote professional development, social networking, awareness and inclusion, social impact and talent attraction and retention. The These ERGs help support and sustain Comerica's diversity and inclusion colleague engagement model. These groups include All Abilities and Allies; Comerica African American Network; Comerica Asian and Pacific Islander Network; Comerica Asian Indian Association; Comerica Young Professionals Network; Comerica Quantitative Professionals Network; Jewish Heritage; PRISM – LGBTQ+; Mi Gente; The European Connection; Veteran's Leadership Network; Women's Forum; and Women in Technology.

Table of Contents

Compensation and Benefits. Comerica strives to provide pay, benefits and programs that are competitive, cost effective and help meet the varying needs of its employees. Compensation and benefits include market-competitive pay, broad-based bonuses, retirement programs, broad-based bonuses, an employee stock purchase plan, health and welfare benefits, an employee assistance program, financial counseling, paid time off, family leave and flexible work schedules. In 2023, 2024, Comerica kept its minimum wage at \$18 per hour. Additionally, for 2023, Comerica held the proportion that employees pay for their medical and dental benefits steady, absorbing proportional cost increases. Comerica periodically examines Periodically the main components of compensation, like salaries and bonuses, by grade level and position are reviewed to ensure similar positions receive similar pay to the extent other factors can be equalized (e.g., time in position, performance, education). Comerica also considers equitable benefits and looks at policies and practices that potentially drive inequities. Solicitation of salary history from applicants is prohibited.

Attraction, Development and Retention. Comerica measures the success of its talent acquisition strategy on speed and quality of acquisition diversity of its applicant pool, and new colleague retention. In addition, overall performance metrics are tracked for each key business line. Sourcing strategies and support structures are evaluated and modified to ensure that performance targets are met consistently.

Comerica operates and continues to evolve multiple internal programs to support the development and retention of its colleagues, including Comerica University, internal Leadership Development, Emerging Leaders, and Senior Leadership programs designed to develop high potential employees, a Future-Ready Technology skills program to help re- and up-skill Technology colleagues, a Managing Essentials Certificate series for managers and organizational change management learning for all colleagues. In 2023, 2024, over 14,000 23,000 skills-based titles were offered to Comerica colleagues and an average of around 24 22

hours of training per employee were completed. Comerica also supports its employees' involvement in external development programs and volunteerism. All Annually, full-time colleagues are granted up to 8 eight hours of PTO, annually, and all part-time colleagues are granted up to 4 four hours of PTO annually to use for volunteer events. This includes volunteer opportunities events whether related and or unrelated to Comerica.

Comerica's investment in its employees has resulted in a long-tenured workforce, with average tenure of around 12 11 years of service. Of the approximately 2,330 2,216 open employee positions filled in 2023, 61% 2024, 65% were filled by external hires and 39% 35% of positions were filled by internal hires. Employee turnover for 2023 2024 was approximately 15% 17%. In 2023, Comerica conducted plans to launch its third fourth enterprise-wide employee engagement survey in 2025 as the last one was in 2023, with approximately 85% of colleagues participating. Engagement surveys provide valuable feedback on employee sentiment and highlight opportunities to enhance workforce culture and organizational performance.

AVAILABLE INFORMATION

Comerica maintains an Internet website at www.comerica.com where the its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those such reports are available without charge, as soon as reasonably practicable after those such reports are filed with or furnished to the SEC. Investors should regularly review that Comerica's website because as Comerica regularly and routinely posts other important information there, particularly in the "Investor Relations" portion of the website. The SEC maintains a public website, www.sec.gov, which includes reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

The Code of Business Conduct and Ethics for Employees, the Code of Business Conduct and Ethics for Members of the Board of Directors and the Senior Financial Officer Code of Ethics adopted by Comerica are also available on the Internet Comerica's website and are available in print to any shareholder who requests them. Such requests should be made in writing to the Corporate Secretary at Comerica Incorporated, Comerica Bank Tower, 1717 Main Street, MC 6404, Dallas, Texas 75201.

In addition, pursuant to regulations adopted by the FRB, Comerica makes additional regulatory capital-related disclosures. Under these regulations, Comerica satisfies a portion of these requirements through postings on its website, and Comerica has done so and expects to continue to do so without also providing disclosure of this information through filings with the SEC.

Where we have Web addresses included web addresses in this report, such as our Comerica's web address and the web address of the SEC, we have been included those web addresses in this report as inactive textual references only. Except as specifically incorporated by reference into this report, information on those such websites is not part hereof.

of this report or incorporated by reference herein.

Item 1A. Risk Factors.

This report includes forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. In addition, Comerica may make other written and oral communications from time to time that contain such statements. All statements regarding Comerica's expected financial position, strategies and growth prospects and general economic conditions Comerica expects to exist in the future are forward-looking statements. The words, "anticipates," "believes," "contemplates," "feels," "expects," "estimates," "seeks," "strives," "plans," "intends," "outlook," "forecast," "position," "target," "mission," "assume," "achievable," "potential," "strategy," "goal," "aspiration," "opportunity," "initiative," "outcome," "continue," "remain," "maintain," "on track," "trend," "objective," "looks forward," "projects," "models" and variations of such words and similar expressions, or future or

conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions, as they relate to Comerica or its management, are intended to identify forward-looking statements.

[Table of Contents](#)

Comerica cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date the statement is made, and Comerica does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to factors mentioned elsewhere in this report, or previously disclosed in Comerica's SEC reports (accessible on the SEC's website at www.sec.gov or on Comerica's website at www.comerica.com), the factors contained below, among others, could cause actual results to differ materially from forward-looking statements, and future results could differ materially from historical performance.

statements.

CREDIT RISK

• **Changes in customer behavior due to outside factors may adversely impact Comerica's business, financial condition and results of operations.**

As a financial institution, the Corporation's Comerica's principal activity is lending to, and accepting deposits from, businesses and individuals. The primary source of revenue is net interest income, which is principally derived from the difference between interest earned on loans and investment securities and interest paid on deposits and other funding sources. The Corporation Comerica also provides other products and services that meet the financial needs of customers which that generate noninterest income, the Corporation's Comerica's secondary source of revenue. Growth in loans, deposits and noninterest income is affected by many factors, including economic conditions in the markets the Corporation Comerica serves, the financial requirements and economic health of customers and the ability to add new customers and/or increase the number of products used by current customers. Success in providing products and services depends on the financial needs of customers and the types of products desired.

Individual, economic, political, industry-specific conditions and other factors outside of Comerica's control, such as pandemics, inflation, interest rate changes, military conflicts, labor shortages, supply chain constraints, bank failures, fuel prices, energy costs, tariffs, trade wars, real estate values or other factors that affect customer income levels, have altered and could in the future alter, predicted customer borrowing, repayment, investment and deposit practices. Such a change in these practices could materially adversely affect Comerica's ability to anticipate business needs and meet regulatory requirements.

Further, difficult economic conditions, such as a recession, may negatively affect consumer confidence levels. A decrease in consumer confidence levels would likely aggravate the adverse effects of these difficult market conditions on Comerica, Comerica's customers and others in the financial institutions industry.

• **Unfavorable developments concerning credit quality could adversely affect Comerica's financial results.**

Although Comerica regularly reviews credit exposure related to its customers and various industry sectors in which it has business relationships, default risk may arise from events or circumstances that are difficult to detect or foresee. Under such circumstances, such as occurred during and as a result of the COVID-19 pandemic and may reoccur due to other pandemics or crises, Comerica could experience an increase in the level of provision for credit losses and reserve for credit losses, which could adversely affect Comerica's financial results. Additionally, some of Comerica's loan portfolios have higher risk profiles relative to the rest of our its portfolio, such as Technology technology and Life Sciences, life sciences, commercial real estate, senior housing, automotive production and the leveraged transactions book. These loan portfolios have higher levels of criticized loans than the general population, and further migration could lead to an adverse effect on credit metrics and Comerica's financial results. For more information, please see "Leveraged Loans" and "Automotive Lending - Production" in of the Financial Section of this report.

• **Declines in the businesses or industries of Comerica's customers could cause increased credit losses or decreased loan balances, which could adversely affect Comerica.**

Comerica's business customer base consists, in part, of customers in volatile businesses and industries such as the automotive, commercial real estate, residential real estate and energy industries. These industries are sensitive to global economic conditions, supply chain factors and/or commodities prices. Additionally, certain segments of the commercial real estate industry have been under pressure in recent years due to rapidly rising interest rates, shifts in demand (i.e., office and retail), labor and materials shortages and capital markets volatility. Finally, energy prices continue to fluctuate, and energy companies are expected to experience environmental pressure over the long-term. Any decline in one of these businesses or industries could cause increased credit losses or reduced loan demand, which in turn could adversely affect Comerica. Comerica's financial condition or results of operations. As a regional banking organization, our Comerica's credit risks (and many other of our Comerica's risks) may be exacerbated by events or factors that disproportionately affect the markets in which we operate, Comerica operates, accept deposits, make makes loans or invest. invests. For more information regarding certain of Comerica's lines of business, please see "Concentrations of

[Table of Contents](#)

Credit Risk," "Commercial Real Estate Lending," "Automotive Lending - Dealer," "Automotive Lending - Production," "Residential Real Estate Lending," and "Energy Lending" in the Financial Section of this report.

MARKET RISK

• **Governmental monetary and fiscal policies may adversely affect the financial services industry and, therefore, impact Comerica's financial condition and results of operations.**

Monetary and fiscal policies of various governmental and regulatory agencies, in particular the FRB, affect the financial services industry, both directly and indirectly. The FRB regulates the supply of money and credit in the U.S., United States, and its monetary policies determine in large part Comerica's cost of funds for lending and investing

and the return that can be earned on such loans and investments. Changes in such policies, including changes in interest rates or changes in the FRB's balance sheet, influence the origination of loans, the value of investments, the generation of deposits and the rates received on loans and investment securities and paid on deposits. Changes in monetary and fiscal policies are beyond Comerica's control and difficult to predict. Comerica's financial condition and results of operations could be materially adversely impacted by changes in governmental monetary and fiscal policies.

- **Fluctuations in interest rates and their impact on deposit pricing could adversely affect impact Comerica's net interest income and balance sheet.**

The operations of financial institutions such as Comerica are dependent to a large degree on net interest income, which is the difference between interest income from loans and investments and interest expense on deposits and borrowings.

Pervailing economic conditions and the trade, fiscal and monetary policies of the federal government and various regulatory agencies all affect market rates of interest and the availability and cost of credit, which in turn significantly affect financial institutions' net interest income and the market value of its their investment securities. The Federal Reserve raised After a period of rising interest rates, four times in 2023; if the Federal Reserve lowers lowered interest rates in September 2024, November 2024 and December 2024. If the Federal Reserve were to raise or lower interest rates in the future, it will adversely affect the there may be an impact on Comerica's net interest income Comerica earns on loans and investments. income. Further, while Comerica has taken steps to reduce its interest rate sensitivity, those actions, such as the execution of Comerica's hedging strategy, do not fully eliminate interest rate risk. For a discussion of Comerica's interest rate sensitivity and risk management strategies, please see, "Market and Liquidity Risk" in the Financial Section of this report.

Deposits make up a large portion of Comerica's funding portfolio. Comerica's funding costs may increase if it raises deposit rates to avoid losing customer deposits, as we it did in 2023 and into 2024, or if it loses customer deposits and must rely on more expensive sources of funding.

Volatility in interest rates can also result in disintermediation, which is the flow of funds away from financial institutions into direct investments, such as federal government and corporate securities and other investment vehicles, which generally pay higher rates of return than financial institutions. Comerica's financial results could be materially adversely impacted by changes in financial market conditions.

- **Comerica's transition away from the Bloomberg Short-Term Bank Yield Index, or "BSBY," could adversely affect its financial results.**

On November 15, 2023, Bloomberg Index Services Limited announced it will discontinue publishing BSBY on November 15, 2024. Comerica is transitioning a number of arrangements to other rates, primarily Secured Overnight Financing Rate ("SOFR").

As a result of this transition, interest rates on our floating rate loans, derivatives, and other financial instruments tied to BSBY rates, as well as the revenue and expenses associated with those financial instruments, may be adversely affected. As Comerica works through the complicated product transitions involved, Comerica's relationships with its customers may suffer. Comerica may need to make additional efforts to retain customers, avoid disruptions to customer service and ensure the products continue to fulfill their intended purposes for customers. Comerica may also be harmed by operational errors, inconsistencies or inefficiencies inherent in making these transitions. Further, Comerica's transition could prompt inquiries or other actions from regulators. It could also result in disputes with counterparties regarding the terms of the arrangements Comerica seeks to change.

LIQUIDITY RISK

- **Comerica must maintain adequate sources of funding and liquidity to meet regulatory expectations, support its operations and fund outstanding liabilities.**

Comerica's liquidity and ability to fund and run its business could be materially adversely affected by a variety of conditions and factors, including financial and credit market disruptions and volatility, a lack of market or customer confidence in financial markets in general, or deposit competition based on interest rates, which may result in a loss of

[Table of Contents](#)

customer deposits or outflows of cash or collateral and/or adversely affect Comerica's ability to access capital markets on favorable terms.

Other conditions and factors that could materially adversely affect Comerica's liquidity and funding include a lack of market or customer confidence in, or negative news about, Comerica or the financial services industry generally, which also may result in a loss of deposits and/or negatively affect Comerica's ability to access the capital markets; the loss of customer deposits to alternative investments; counterparty availability; interest rate fluctuations; general economic conditions; and the legal, regulatory, accounting and tax environments governing Comerica's funding transactions. Many of the above conditions and factors may be caused by events over which Comerica has little or no control. There can be no assurance that significant disruption and volatility in the financial markets will not occur in the future. As occurred following the collapse of certain banks early in 2023, the failure of other financial institutions could cause deposit outflows if customers were to spread deposits among several different banks to maximize their FDIC insurance, move deposits to banks deemed "too big to fail," or remove deposits from the U.S. financial system entirely. Comerica has a high percentage of uninsured deposits and relies on its deposit base for liquidity. Further, Comerica's customers may be adversely impacted by such conditions, which could have a negative impact on Comerica's business, financial condition and results of operations.

Additionally, if Comerica is for these reasons or any other reason unable to continue to fund assets through customer bank deposits or access funding sources on favorable terms, or if Comerica suffers an increase in borrowing costs or otherwise fails to manage liquidity effectively, Comerica's liquidity, operating margins, financial condition and results of operations may be materially adversely affected.

Management is not currently engaged in repurchasing shares and will continue to monitor various factors, including the Corporation's earnings generation, capital needs to fund future loan growth, regulatory changes and market conditions, before resuming the share repurchase program. At all times, Comerica may be unable to generate sufficient returns to repurchase shares, or may choose to devote capital to other uses rather than repurchase shares.

- **Reduction in our credit ratings could adversely affect Comerica and/or the holders of its securities.**

Rating agencies regularly evaluate Comerica, and their ratings are based on a number of factors, including Comerica's financial strength as well as factors not entirely within its control, such as conditions affecting the financial services industry generally. Following banking industry disruptions in early 2023, Moody's downgraded the Corporation and Bank's credit ratings and changed the Corporation and Bank's outlooks to Negative related to uncertainty in the banking industry; Moody's also lowered the macro profile of the U.S. banking system, reflecting general concern around the banking industry as a whole. Similarly following those disruptions, Standard & Poor's downgraded the Corporation and Bank's credit ratings while reaffirming their outlooks at Stable, and Fitch changed the Corporation's and the Bank's outlooks to Negative, noting

relatively higher usage of brokered deposits and wholesale funding. In January 2025, Moody's downgraded the Corporation and Bank's credit ratings and changed the Corporation and Bank's outlooks to Stable to align with median level peer banks. There can be no assurance that Comerica will maintain its current ratings. While recent credit rating actions have had little to no detrimental impact on Comerica's profitability, borrowing costs, or ability to access the capital markets, future Future downgrades to Comerica's or its subsidiaries' credit ratings could adversely affect Comerica's profitability, borrowing costs, or ability to access the capital markets or otherwise have a negative effect on Comerica's results of operations or financial condition. If such a reduction placed Comerica's or its subsidiaries' credit ratings below investment grade, it could also create obligations or liabilities under the terms of existing arrangements that could increase Comerica's costs under such arrangements. Additionally, a downgrade of the credit rating of any particular security issued by Comerica or its subsidiaries could negatively affect the ability of the holders of that security to sell the securities and the prices at which any such securities may be sold.

- **The soundness of other financial institutions could adversely affect Comerica.**

Comerica's ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. Comerica has exposure to many different industries and counterparties, and it routinely executes transactions with counterparties in the financial industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led, and may further lead, to market-wide liquidity problems and could lead to losses or defaults by us Comerica or by other institutions. For example, bank failures during the first half of 2023 led to increased scrutiny from regulators and put further financial strain and uncertainty on other financial institutions. Similar bank failures, or the perception thereof, could adversely affect Comerica's operations. Many of these the transactions in which Comerica engages could expose Comerica to credit risk in the event of default of its counterparty or client. In addition, Comerica's credit risk may be impacted when the collateral held by it cannot be monetized or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due to Comerica. Further, volatility in the banking industry may lead to greater reliance on third parties that provide money market or deposit sweep services. In addition, many of these transactions could expose Comerica to credit risk in the event of

[Table of Contents](#)

default of its counterparty or client. There is no assurance that any Any such losses would not could adversely affect, possibly materially, Comerica.

TECHNOLOGY RISK

- **Comerica faces security risks, including denial of service attacks, hacking, social engineering attacks targeting Comerica's colleagues, customers and customers, partners, malware intrusion or data corruption attempts, and identity theft, that could result in the disclosure of confidential information, adversely affect its Comerica's business or reputation, and create significant legal and financial exposure.**

Comerica's computer systems and network infrastructure and those of third parties on which Comerica is highly dependent are subject to security risks and could be susceptible to cyber attacks, such as denial of service attacks, hacking, terrorist activities, social engineering attacks, malware intrusion, or identity theft. Comerica's business relies on the secure processing, transmission, storage and retrieval of confidential, proprietary and other information in its computer and data management systems and networks, and in the computer and data management systems and networks of third parties. In addition, to access Comerica's network, products and services, its customers and other third parties may use personal mobile devices or computing devices that are outside of its network environment and are subject to their own cybersecurity risks. Evolving technologies and the increased use of artificial intelligence and automation by third parties further increase security risks for Comerica and third parties on which Comerica depends.

Cyber attacks could include computer viruses, malicious or destructive code, phishing attacks, denial of service or information, ransomware, improper access by employees or vendors, attacks on personal email of employees, ransom demands to not expose security vulnerabilities in Comerica's systems or the systems of third parties, or other security breaches, and could result in the destruction or exfiltration of data and systems. As cyber threats continue to evolve, Comerica may be required to expend significant additional resources to continue to modify or enhance its protective measures or to investigate and remediate any information security vulnerabilities or incidents. Despite efforts to ensure the integrity of Comerica's systems and implement controls, processes, policies and other protective measures, Comerica may not be able to anticipate all security breaches. Nor may breaches or it (or the third parties whose systems we rely Comerica relies upon) may not be able to implement guaranteed preventive measures against such security breaches. Cyber threats are rapidly evolving, and Comerica may not be able to anticipate or prevent all such attacks and could be held liable for any security breach or loss.

Although Comerica has programs in place related to business continuity, disaster recovery, physical security and information security to maintain the confidentiality, integrity, and availability of its systems, business applications and customer information, such disruptions may still give rise to interruptions in service to customers and loss or liability to Comerica, including loss of customer data. Like other financial services firms, Comerica and its third party third-party providers continue to be the subject of cyber attacks. Although to this date Comerica has not experienced any material losses or other material consequences related to cyber attacks, future cyber attacks or future threats of cyber attacks could be more materially disruptive and damaging, and Comerica may not be able to anticipate or prevent all such attacks. Further, cyber attacks may not be detected in a timely manner.

Cyber attacks or other information or security breaches, whether directed at Comerica or third parties, may result in a material loss or have material consequences. Furthermore, the public perception that a cyber attack on Comerica's systems has been successful, whether or not this perception is correct, may damage its reputation with customers and third parties with whom it does business. Hacking of personal information and identity theft risks, in particular, could cause serious reputational harm. A successful penetration or circumvention of system security could cause Comerica serious material negative consequences, including loss of customers and business opportunities, costs associated with maintaining business relationships after an attack or breach; significant business disruption to Comerica's operations and business, misappropriation, exposure, or destruction of its confidential information, intellectual property, funds, and/or those of its customers; or damage to Comerica's or Comerica's customers' and/or third parties' computers or systems, and could result in a violation of applicable privacy laws and other laws, litigation exposure, regulatory fines, penalties or intervention, loss of confidence in Comerica's security measures, reputational damage, reimbursement or other compensatory costs, and additional compliance costs, and could adversely impact its results of operations, liquidity and financial condition. In addition, although Comerica maintains insurance coverage that may cover certain cyber attack losses (subject to policy terms and conditions), we Comerica may not have adequate insurance coverage to compensate for losses from a cybersecurity event.

- **Cybersecurity and data privacy are areas of heightened legislative and regulatory focus.**

As cybersecurity and data privacy risks for banking organizations and the broader financial system have significantly increased in recent years, cybersecurity and data privacy issues have become the subject of increasing legislative and regulatory focus. The federal bank regulatory agencies have proposed enhanced cyber risk management standards, which would apply to a wide range of large financial institutions and their third-party service providers, banks, including Comerica and its bank subsidiaries, and would focus on cyber risk governance and management, management of internal and external dependencies, and incident response, cyber resilience and situational awareness. Several states have also proposed or adopted cybersecurity legislation and regulations, which require, among other things,

[Table of Contents](#)

notification to affected individuals when there has been a security breach of their personal data. For more information regarding cybersecurity regulation, refer to the "Supervision and Regulation" section of this report.

Comerica receives, maintains and stores non-public personal information of Comerica's customers and counterparties, including, but not limited to, personally identifiable information and personal financial information. The sharing, use, disclosure and protection of this information are governed by federal and state law. Both personally identifiable information and personal financial information is increasingly subject to legislation and regulation, the intent of which is to protect the privacy of personal information that is collected and handled. For example, the CCPA applies to for-profit businesses that conduct business in California and meet certain revenue or data collection thresholds, including Comerica. For more information regarding data privacy regulation, refer to the "Supervision and Regulation" section of this report.

Comerica may become subject to new legislation or regulation concerning cybersecurity or the privacy of personally identifiable information and personal financial information or of any other information Comerica may store or maintain. Comerica could be adversely affected if new legislation or regulations are adopted or if existing legislation or regulations are modified such that Comerica is required to alter its systems or require changes to its business practices or privacy policies. If cybersecurity, data privacy, data protection, data transfer or data retention laws are implemented, interpreted or applied in a manner inconsistent with Comerica's current practices, it may be subject to fines, litigation or regulatory enforcement actions or ordered to change its business practices, policies or systems in a manner that adversely impacts Comerica's operating results.

OPERATIONAL RISK

- **Comerica's operational or security systems or infrastructure, or those of third parties, could fail or be breached, which could disrupt Comerica's business and adversely impact Comerica's results of operations, liquidity and financial condition, as well as cause legal or reputational harm.**

The potential for operational risk exposure exists throughout Comerica's business and, as a result of its interactions with, and reliance on, third parties, is not limited to Comerica's own internal operational functions. Comerica's operations rely on the secure processing, storage and transmission of confidential and other information on its technology systems and networks. These networks are subject to infrastructure failures, ongoing system maintenance and upgrades and planned network outages. Comerica's use of mobile and cloud technologies, as well as its hybrid work options permitting remote work, can heighten these and other operational risks. Any failure, interruption or breach in security of these systems could result in failures or disruptions in Comerica's customer relationship management, general ledger, deposit, loan and other systems.

Comerica relies on its employees and third parties in its day-to-day and ongoing operations, who may, as a result of human error, misconduct, malfeasance or failure, or breach of Comerica's or of third-party systems or infrastructure, expose Comerica to risk. For example, Comerica's ability to conduct business may be adversely affected by any significant disruptions to Comerica or to third parties with whom Comerica interacts or upon whom it relies. Although Comerica has programs in place related to business continuity, disaster recovery and information security to maintain the confidentiality, integrity and availability of its systems, business applications and customer information, such disruptions may still give rise to interruptions in service to customers and loss or liability to Comerica, including loss of customer data. In addition, Comerica's ability to implement backup systems and other safeguards with respect to third-party systems is more limited than with respect to its own systems. Increasing usage of automation and a measured approach to leveraging artificial intelligence by Comerica or third parties on which Comerica relies would further increase the impact if Comerica's operational or security systems were to fail or be breached.

Comerica's financial, accounting, data processing, backup or other operating or security systems and infrastructure may fail to operate properly or become disabled or damaged as a result of a number of factors, including events that are wholly or partially beyond its control, which could adversely affect its ability to process transactions or provide services. Such events may include sudden increases in customer transaction volume and/or customer activity; electrical, telecommunications or other major physical infrastructure outages; natural disasters such as earthquakes, tornadoes, hurricanes and floods; disease pandemics; cyber attacks; and events arising from local or larger scale political or social matters, including wars and terrorist acts.

The occurrence of any failure or interruption in Comerica's operations or information systems, or any security breach, could cause reputational damage, jeopardize the confidentiality of customer information, result in a loss of customer business, subject Comerica to regulatory intervention or expose it to civil litigation and financial loss or liability, any of which could have a material adverse effect on Comerica.

[Table of Contents](#)

- **Comerica relies on other companies to provide certain key components of its delivery systems, and certain failures could materially adversely affect operations.**

Comerica faces the risk of operational disruption, failure or capacity constraints due to its dependency on third party vendors third-party suppliers for components of its delivery systems. Third party vendors third-party suppliers provide certain key components of Comerica's delivery systems, such as cloud-based computing, networking and storage services, cash services, payment processing services, recording and monitoring services, internet connections and network access, clearing agency services, card processing services and trust processing services. While Comerica conducts due diligence prior to engaging with third party vendors third-party suppliers and performs ongoing monitoring of vendor supplier controls, it does not control their operations. Further, while Comerica's vendor supplier management policies and practices are designed to comply with current regulations, these policies and practices cannot eliminate this risk. In this context, any vendor supplier failure to properly deliver these services could adversely affect Comerica's business operations, and result in financial loss, reputational harm, and/or regulatory action.

- **Legal and regulatory proceedings and related matters with respect to the financial services industry, including those directly involving Comerica and its subsidiaries, could adversely affect Comerica or the financial services industry in general.**

Comerica is, has been, and may in the future be, subject to various legal and regulatory proceedings. It is inherently difficult to assess the outcome of these matters, and there can be no assurance that Comerica will prevail in any proceeding or litigation. Any such matter could result in substantial cost and diversion of Comerica's efforts, which by itself could have a material adverse effect on Comerica's financial condition and operating results. Further, adverse determinations in such matters could result in fines or actions by Comerica's regulators that could materially adversely affect Comerica's business, financial condition or results of operations.

Comerica establishes reserves for legal claims when payments associated with the claims become probable and the costs can be reasonably estimated. Comerica may still incur legal costs for a matter even if it has not established a reserve. In addition, due to the inherent subjectivity of the assessments and unpredictability of the outcome of legal proceedings, the actual cost of resolving a legal claim may be substantially higher than any amounts reserved for that matter. The ultimate resolution of a pending legal proceeding, depending on the remedy sought and granted, could adversely affect Comerica's results of operations and financial condition.

For further information on specific legal and regulatory proceedings, see Note 21 to the consolidated financial statements.

- **Comerica may incur losses due to fraud.**

Fraudulent activity can take many forms and has escalated as more tools for accessing financial services emerge, such as real-time payments. Fraud schemes are broad and continuously evolving. Examples include but are not limited to: debit card/credit card fraud, check fraud, mechanical devices attached to ATM machines, social engineering and phishing attacks to obtain personal information, impersonation of clients through the use of falsified or stolen credentials, employee fraud, information theft and other malfeasance. Increased deployment of technologies, such as chip card technology, defray and reduce aspects of fraud; however, criminals are turning to other sources to steal personally identifiable information in order to impersonate the consumer to commit fraud. Many of these data compromises have been often are widely reported in the media, media or otherwise become public, which can damage a company's reputation and results of operations. Further, as a result of the increased sophistication of fraud activity, Comerica continues to invest in systems, resources, and controls to detect and prevent fraud. This will result in continued ongoing investments in the future, future, some or all of which may ultimately be ineffective in preventing fraudulent activity.

- **Controls and procedures may not prevent or detect all errors or acts of fraud.**

Controls and procedures are designed to provide reasonable assurance that information required to be disclosed in reports Comerica files or submits under the Exchange Act is accurately accumulated and communicated to management and recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met, due to certain inherent limitations. These limitations include the realities that judgments in decision making can be faulty, that alternative reasoned judgments can be drawn, that breakdowns can occur because of an error or mistake, or that controls may be fraudulently circumvented. Accordingly, because of the inherent limitations in control systems, misstatements due to error or fraud may occur and not be detected.

COMPLIANCE RISK

- **Changes in regulation or oversight, or changes in Comerica's status with respect to existing regulations or oversight, may have a material adverse impact on Comerica's operations.**

Comerica is subject to extensive regulation, supervision and examination by the U.S. Treasury, the Texas Department of Banking, the FDIC, the FRB, the OCC, the CFPB, the CFTC, the SEC, FINRA, the DOL, MSRB and other regulatory

[Table of Contents](#)

bodies. Such regulation and supervision governs and limits the activities in which Comerica may engage. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on Comerica's operations and ability to make acquisitions, investigations and limitations related to Comerica's securities, the classification of Comerica's assets and determination of the level of Comerica's allowance for loan losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, legislation, changed interpretations or supervisory action, may have a material adverse impact on Comerica's business, financial condition or results of operations. The impact of any future legislation or regulatory actions may adversely affect Comerica's businesses or operations.

Further, even if such regulations or oversight do not change, Comerica's business may develop such that it may be subject to increased regulatory requirements. For example, if Comerica's asset size increases in the future and exceeds \$100 billion in average total consolidated assets calculated over four consecutive financial quarters, Comerica will become a Category IV institution. Category IV institutions (\$100 to \$250 billion in assets) under the Tailoring Rules are subject to additional requirements, such as certain enhanced prudential standards and monitoring and reporting certain risk-based indicators. Under the Tailoring Rules, Category IV firms are, among other things, subject to (1) supervisory capital stress testing on a biennial basis, (2) requirements to develop and maintain a capital plan on an annual basis and (3) certain liquidity risk management and risk committee requirements, including liquidity buffer and liquidity stress testing requirements. Comerica would also incur additional assessments under Regulation TT. If Comerica becomes subject to enhanced prudential standards, it will face more stringent requirements or limitations on its business, as well as increased compliance costs, and, depending on its levels of capital and liquidity, stress test results and other factors, may be limited in the types of activities it may conduct and be limited as to how it utilizes capital. Further, Comerica may be subject to heightened expectations, which could result in additional regulatory scrutiny, higher penalties, and more severe consequences if it is unable to meet those expectations. In particular, on July 27, 2023, the FRB, the FDIC, and the OCC issued a proposal, referred to as the "Basel III Endgame," that would result in significant changes to the U.S. regulatory capital rules for banking organizations with total consolidated assets of \$100 billion or more. As of December 31, 2023 December 31, 2024, the Corporation had total assets of \$85.8 billion \$79.3 billion. While the Basel III Endgame would not apply to Comerica as currently proposed, if Comerica becomes subject to those requirements or becomes subject to any other new laws or regulations related to capital and liquidity, such requirements could limit

Comerica's ability to pay dividends or make share repurchases or require Comerica to reduce business levels or to raise capital, which would have a material adverse effect on Comerica's financial condition and results of operations.

- **Compliance with stringent capital requirements may adversely affect Comerica.**

Comerica is required to satisfy stringent regulatory capital standards, as set forth in the "Supervision and Regulation" section of this report. These requirements, and any other new laws or regulations related to capital and liquidity, or any existing requirements that Comerica becomes subject to as a result of its increased asset size, could

adversely affect Comerica's ability to pay dividends or make share repurchases, or could require Comerica to reduce business levels or to raise capital, including in ways that may adversely affect its results of operations or financial condition and/or existing shareholders. Maintaining higher levels of capital may reduce Comerica's profitability and otherwise adversely affect its business, financial condition, or results of operations.

- **Changes to tax law or regulations, or changes to administrative or judicial interpretations of tax law regulations, could adversely affect Comerica.**

Federal income tax treatment of corporations may be clarified and/or modified by legislative, administrative or judicial changes or interpretations at any time. Any such changes could adversely affect Comerica, either directly, or indirectly as a result of effects on Comerica's customers.

STRATEGIC RISK

- **Damage to Comerica's reputation could damage its businesses.**

Reputational risk is an increasing concern for businesses as customers are interested in doing business with companies they admire and trust. Such risks include compliance issues, operational challenges, or a strategic, high profile event. Comerica's business is based on the trust of its customers, communities, and entire value chain, which makes managing reputational risk extremely important. News or other publicity that impairs Comerica's reputation, or the reputation of the financial services industry generally, can therefore cause significant harm to Comerica's business and prospects. Further, adverse publicity or negative information posted on social media websites regarding Comerica, whether or not true, may result in harm to Comerica's **prospects**.

[Table prospects, which could have a material adverse effect on Comerica's business, financial position and results of Contents](#)
operations.

- **Comerica may not be able to utilize technology to efficiently and effectively develop, market, and deliver new products and services to its customers.**

The financial services industry experiences rapid technological change with regular introductions of new technology-driven products and **services**, including the increased usage and introduction of artificial intelligence and automation within the industry. The ability to access and use technology is an increasingly important competitive factor in the financial services industry, and having the right technology is a critically important component to customer satisfaction. **As well, In addition,** the efficient and effective utilization of technology enables financial institutions to reduce costs. Comerica's future success depends, in part, upon its ability to address the needs of its customers by using technology to market and deliver products and services that will satisfy customer demands, meet regulatory requirements, and create additional efficiencies in Comerica's operations. Comerica may not be able to effectively develop new technology-driven products and services or be successful in marketing or supporting these products and services to its customers, which could have a material adverse impact on Comerica's financial condition and results of operations.

- **Competitive product and pricing pressures within Comerica's markets may change.**

Comerica operates in a very competitive environment, which is characterized by competition from a number of other financial institutions in each market in which it operates. Comerica competes largely on the basis of industry expertise, the range of products and services offered, pricing and reputation, convenience, quality of service, responsiveness to customer needs and the overall customer relationship. Comerica's competitors include financial institutions of all sizes. Some of Comerica's larger competitors, including certain nationwide banks that have a significant presence in Comerica's markets, may have a broader array of products and structure alternatives and, due to their size, may more easily absorb credit losses. Some of Comerica's competitors (larger or smaller) may have more liberal lending policies and **and** aggressive pricing standards for loans, deposits and services. Increasingly, Comerica competes with other companies based on financial technology and capabilities, such as mobile banking applications and funds transfer.

Additionally, the financial services industry is subject to extensive regulation. **For more information, see the "Supervision and Regulation" section of this report.** Such regulations may require significant additional investments in technology, personnel or other resources or place limitations on the ability of financial institutions, including Comerica, to engage in certain activities. Comerica's competitors may be subject to significantly different or lesser regulation due to their asset size or types of products offered. Some competitors may also have the ability to more efficiently utilize resources to comply with regulations or may be able to more effectively absorb the cost of regulations. **For more information regarding the regulations to which Comerica is subject, see the "Supervision and Regulation" section of this report.**

In addition to banks, Comerica and its banking subsidiaries also face competition from financial intermediaries, including savings and loan associations, consumer and commercial finance companies, leasing companies, venture capital funds, credit unions, investment banks, insurance companies and securities firms. Competition among providers of financial products and services continues to increase as **advances in technology** **advances** have lowered the barriers to entry for financial technology companies, with customers having the opportunity to select from a growing variety of traditional and nontraditional alternatives, including crowdfunding, digital wallets and money transfer services. The ability of non-banks to provide services previously limited to traditional banks has intensified competition. Because non-banks are not subject to many of the same regulatory restrictions as banks and bank holding companies, they can often operate with greater flexibility and lower cost structures.

If Comerica is unable to compete effectively in products and pricing in its markets, business could decline, which could have a material adverse effect on Comerica's business, financial condition or results of operations.

- **The introduction, implementation, withdrawal, success and timing of business initiatives and strategies may be less successful or may be different than anticipated, which could adversely affect Comerica's business.**

Comerica makes certain projections and develops plans and strategies for its banking and financial products. If Comerica does not accurately determine demand for its banking and financial product needs, it could result in Comerica incurring significant expenses without the anticipated increases in revenue, which could result in a material adverse effect on its business. Comerica has expanded its presence in the Southeastern and Mountain West regions of the **U.S.** **United States**, and if Comerica's expansion is not successful, it could adversely impact Comerica's expenses. **Comerica recently put in place a strategic relationship with Ameriprise to become Comerica's new investment program provider; if the relationship is not successful, it could adversely impact Comerica's reputation or results.**

- **Management's ability to maintain and expand customer relationships may differ from expectations.**

The financial services industry is very competitive. Comerica not only vies for business opportunities with new customers, but also competes to maintain and expand the relationships it has with its existing customers. While management believes that it can continue to grow many of these relationships, Comerica will continue to experience pressures to maintain these relationships as its competitors attempt to capture its customers. Failure to create new

[Table of Contents](#)

customer relationships and to maintain and expand existing customer relationships to the extent anticipated may adversely impact Comerica's earnings.

- **Management's ability to retain key officers and employees may change.**

Comerica's future operating results depend substantially upon the continued service of its executive officers and key personnel. Comerica's future operating results also depend in significant part upon its ability to attract and retain qualified management, financial, technical, marketing, sales and support personnel. Competition for qualified personnel is intense, and Comerica ~~cannot ensure success~~ may not be successful in attracting or retaining qualified personnel. There may be only a limited number of persons with the requisite skills to serve in these positions, and it may be increasingly difficult for Comerica to hire personnel over time. The increased prevalence of remote work environments has intensified the competition for talent as job opportunities may be less constrained by physical geography.

Further, Comerica's ability to retain key officers and employees may be impacted by legislation and regulation affecting the financial services industry. In 2016, 2024, the FRB, OCC and several other federal financial regulators revised and re-proposed rules to implement Section 956 of the Dodd-Frank Act. Section 956 directed regulators to jointly prescribe regulations or guidelines prohibiting incentive-based payment arrangements, or any feature of any such arrangement, at covered financial institutions that encourage inappropriate risks by providing excessive compensation or that could lead to a material financial loss. Consistent with the Dodd-Frank Act, the proposed rule would impose heightened standards for institutions with \$50 billion or more in total consolidated assets, which includes Comerica. For these larger institutions, the proposed rule would require the deferral of at least 40 percent of incentive-based payments for designated executives and significant risk-takers who individually have the ability to expose the institution to possible losses that are substantial in relation to the institution's size, capital or overall risk tolerance. Moreover, incentive-based compensation of these individuals would be subject to potential clawback for seven years following vesting. Further, the rule imposes enhanced risk management controls and governance and internal policy and procedure requirements with respect to incentive compensation. Accordingly, Comerica may be at a disadvantage to offer competitive compensation compared to other financial institutions (as referenced above) or companies in other industries, which may not be subject to the same requirements.

Comerica's business, financial condition or results of operations could be materially adversely affected by the loss of any of its key employees, or Comerica's inability to attract and retain skilled employees.

- **Any future strategic acquisitions or divestitures may present certain risks to Comerica's business and operations.**

Difficulties in capitalizing on the opportunities presented by a completed or future acquisition may prevent Comerica from fully achieving the expected benefits from the acquisition, or may cause the achievement of such expectations to take longer to realize than expected.

Further, the assimilation of any acquired entity's customers and markets could result in higher than expected deposit attrition, loss of key employees, disruption of Comerica's businesses or the businesses of the acquired entity or otherwise adversely affect Comerica's ability to maintain relationships with customers and employees or achieve the anticipated benefits of the acquisition. These matters could have an adverse effect on Comerica for an undetermined period. Comerica would be subject to similar risks and difficulties in connection with any future decisions to downsize, sell or close units or otherwise change the business mix of Comerica.

GENERAL RISK

- **General political, economic or industry conditions, either domestically or internationally, may be less favorable than expected.**

Economic, financial market, political, and industry-specific developments may affect the financial services industry, both directly and indirectly. The economic environment and market conditions in which Comerica operates, at the local, domestic, and international levels, continue to be uncertain. The U.S. economy faces uncertainties from ~~elevated~~ interest rates that remain elevated despite recent decreases, persistent inflation, ~~the end of~~ large fiscal stimulus, deficits, subdued housing market activity and ~~weak~~ export demand, a sluggish manufacturing sector. It also faces downside risks from geopolitical conflicts around the globe, including those involving Venezuela; the Israel-Hamas War and its spread to Yemen, Lebanon, and/or other parts of the Middle East; the Ukraine-Russia War and its effects in Europe; tensions between Taiwan and mainland China; threats from North Korea; and the possibility of other geopolitical shocks.

Domestically, the ~~elevated budget deficit~~, public debt, the possibility of a federal government shutdown and/or debt ceiling crisis, as well as broader issues surrounding the federal budgeting process and governance, may contribute to the possibility of ~~a possibility~~ downgrade of the U.S. sovereign credit rating, potentially causing knock-on effects for the broader economy and financial system that could include a recession.

Table of Contents

The Federal Reserve ~~has~~ rapidly tightened monetary policies during the recovery from the 2020 recession, including both increases in interest rates and reductions in the size of the central bank's balance sheet, which contribute before beginning to reduce interest rates in 2024. However, the impacts ~~interest rates~~ have on the U.S. economy often are not immediate and take time to materialize after such changes in interest rates occur, and their substantial increase relative to the ~~risk~~ pre-pandemic period could still cause stress on capital-intensive sectors of ~~a monetary policy error~~ the economy, including manufacturing, real estate, and highly leveraged corporate balance sheets.

Fiscal and industrial policies to support the growth of targeted industries could have unanticipated effects or change unexpectedly, causing volatility in the economic performance of these industries or other parts of the economy. These effects could impact the energy industry, manufacturing, construction, ~~auto~~ automotive manufacturing, information, and retailing, or potentially other industries. Prices of energy products and services, as well as other commodities, are subject to large and unanticipated fluctuations caused by changes in supply and demand conditions, which could directly or indirectly affect Comerica's business and/or clients.

Rapid changes to the economy have impacted demand for residential and commercial real estate, including single-family and multifamily residential properties, as well as office, industrial, and retail commercial real estate properties. These changes have affected, and could continue to affect, the economic health of downtowns in major cities and other regions where economic activity has changed in recent years, and have impacted, and could continue to impact, real estate prices, construction activity, ~~and/or~~ and sales. In addition, the weakness of regional real estate markets could affect municipal tax revenues and fiscal health, with knock-on effects to broader regional economies.

Adverse economic conditions related to a potential recession, including changes in inflation, unemployment, or interest rates, may, directly and indirectly, adversely affect Comerica. Furthermore, changes in trade policies or other economic policies, including tariffs and trade wars, immigration policies, state and local municipal finances, federal government finances and the U.S. federal debt, are outside of ~~our~~ Comerica's control and may affect the operating environment affecting Comerica.

- Inflation has impacted, and could continue to negatively impact, Comerica's business, profitability and stock price.**

Prolonged periods of inflation have impacted, and may continue to impact, Comerica's profitability by negatively impacting its fixed costs and expenses, including increasing funding costs and expense expenses related to talent acquisition

and retention, and negatively impacting the demand for its products and services. Additionally, inflation has led, and may continue to lead, to a decrease in consumer and clients client purchasing power and has negatively affected the need or demand for Comerica's products and services. If significant inflation continues, Comerica's business could continue to be negatively affected by, among other things, increased default rates leading to credit losses, which could decrease the appetite for new credit extensions. These inflationary pressures could result in missed earnings and budgetary projections causing Comerica's stock price to suffer.

- Methods of reducing risk exposures might not be effective.**

The Corporation Comerica assumes various types of risk as a result of conducting business in the normal course. Instruments, systems and strategies used to hedge or otherwise manage exposure to various types of credit, market, liquidity, technology, operational, compliance, financial reporting and strategic risks could be less effective than anticipated. The Corporation's Comerica's enterprise risk management framework provides a process for identifying, measuring, controlling and managing risks, and Comerica's management expends significant effort and resources in risk management. Nevertheless, Comerica may not be able to effectively mitigate its risk exposures in particular market environments or against particular types of risk, which could have a material adverse impact on Comerica's business, financial condition or results of operations. The Corporation Comerica also utilizes various asset and liability management strategies to manage net interest income exposure to interest rate risk; these may not always be completely effective.

For more information regarding risk management, please see "Risk Management" in the Financial Section of this report.

- Catastrophic events including pandemics, may adversely affect the general economy, financial and capital markets, specific industries, and Comerica.**

Acts of terrorism, cyber-terrorism, political unrest, war, civil disturbance, armed regional and international hostilities and international responses to these hostilities, natural disasters (including tornadoes, hurricanes, earthquakes, fires, droughts and floods), global health risks or pandemics, or the threat of or perceived potential for these events could have a negative impact on us. Comerica's business continuity and disaster recovery plans may not be successful upon the occurrence of one of these scenarios, and a significant catastrophic event anywhere in the world could materially adversely affect Comerica's operating results.

In particular, certain of the regions where Comerica operates, including California, Texas, and Florida, are known for being vulnerable to natural disasters. These types of natural catastrophic events have at times disrupted the local economies, Comerica's business and customers, and have caused physical damage to Comerica's property in these regions.

Dangerous, potentially deadly and easily-transmitted easily transmitted viruses and other pathogens, and government and social reactions to such epidemics and pandemics have affected, and may again affect, international trade (including supply chains and export levels), travel, employee productivity, and other economic activities. These potential events may

[Table of Contents](#)

negatively impact Comerica's and/or its clients' costs, demand for its clients' products, and/or the U.S. economy or certain sectors thereof and, thus, adversely affect Comerica's business, financial condition, and results of operations.

Further, catastrophic events may have an impact on Comerica's customers and, in turn, on Comerica.

In addition, these events have had, and may continue to have, an adverse impact on the U.S. and world economy economies in general and consumer confidence and spending in particular, which could harm Comerica's operations. Any of these events could increase volatility in the U.S. and world financial markets, which could harm Comerica's stock price and may limit the capital resources available to Comerica and its customers. This could have a material adverse impact on Comerica's operating results, revenues and costs and may result in increased volatility in the market price of Comerica's common stock.

- Climate change manifesting as physical or transition risks could adversely affect Comerica's operations, businesses and customers.**

There is an increasing concern over the risks of climate change and related environmental sustainability matters. The physical risks of climate change include discrete events, such as flooding and wildfires, and longer term shifts in climate patterns, such as extreme heat, sea level rise, and more frequent and prolonged drought. Such events could disrupt Comerica's operations or those of its clients or third parties on which it relies, including through direct damage to assets and indirect impacts from supply chain disruption and market volatility. Additionally, transitioning to a low carbon economy may entail extensive policy, legal, technology, and market initiatives. Transition risks, including changes in consumer preferences and additional regulatory requirements or taxes, could increase expenses and undermine business strategies. In addition, Comerica's reputation and client relationships may be damaged as a result of practices related to climate change, including its involvement, or its clients' involvement, in certain industries or projects associated with causing or exacerbating climate change, as well as any decisions Comerica makes to continue to conduct or change its activities in response to considerations relating to climate change, including the setting of climate-related goals, commitments and targets. As climate risk is interconnected with all key risk types, Comerica is advancing has advanced its processes to embed climate risk considerations into risk management strategies such as market, credit and operational risks; however, because the timing and severity of climate change may not be predictable, risk management strategies may not be effective in mitigating climate risk exposure.

- Changes in accounting standards could materially impact Comerica's financial statements.**

From time to time, accounting standards setters change the financial accounting and reporting standards that govern the preparation of Comerica's financial statements. These changes can be difficult to predict and can materially impact how Comerica records and reports its financial condition and results of operations. In some cases, Comerica could be required to apply a new or revised standard retroactively, resulting in changes to previously reported financial results, or a cumulative charge to retained earnings.

- Comerica's accounting estimates and processes are critical to the reporting of financial condition and results of operations. They require management to make estimates about matters that are uncertain.**

Accounting estimates and processes are fundamental to how Comerica records and reports its financial condition and results of operations. Management must exercise judgment in selecting and applying many of these accounting estimates and processes so they comply with U.S. Generally Accepted Accounting Principles ("GAAP"). Principles. In some cases, management must select an accounting policy or method to apply from two or more alternatives, any of which may be reasonable under the circumstances, yet may result in the Company reporting materially different results than would have been reported under a different alternative.

Management has identified certain accounting estimates as being critical because they require management's judgment to make difficult, subjective or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions or estimates. Comerica has established detailed policies and control procedures that are intended to ensure these critical accounting estimates and judgments are well controlled and applied consistently. In addition, the policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. Because of the uncertainty surrounding management's judgments and the estimates pertaining to these matters, Comerica cannot guarantee that it will not be required to adjust accounting policies or restate prior period financial statements. For example, our Comerica's allowances for credit losses, fair value measurement, goodwill valuation and impairment, pension plan accounting and provisions for income taxes may prove faulty or inaccurate. See "Critical Accounting Estimates" in the Financial Section of this report and Note 1 of the Notes to Consolidated Financial Statements in the Financial Section of this report.

[Table of Contents](#)

report for additional information regarding critical accounting estimates and policies.

- **Comerica's stock price can be volatile.**

Stock price volatility may make it more difficult for shareholders stockholders to resell their common stock when they want and at prices they find attractive. Comerica's stock price can fluctuate significantly in response to a variety of factors including, among other things:

- Actual or anticipated variations in quarterly results of operations.
- Recommendations or projections by securities analysts.
- Operating and stock price performance of other companies that investors deem comparable to Comerica.
- News reports relating to trends, concerns and other issues in the financial services industry.
- Perceptions in the marketplace regarding Comerica and/or its competitors.
- New technology used, or services offered, by Comerica or competitors.

- Significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving Comerica or its competitors.
- Changes in dividends and capital returns.
- Changes in government regulations.
- Cyclical fluctuations.
- Geopolitical conditions such as acts or threats of terrorism or military conflicts.
- Activity by short sellers and changing government restrictions on such activity.

General market fluctuations, including real or anticipated changes in the strength of the economy; industry factors and general economic and political conditions and events, such as economic slowdowns or recessions; interest rate changes, oil price volatility or credit loss trends, among other factors, could also cause Comerica's stock price to decrease, regardless of Comerica's operating results.

For the above and other reasons, the market price of Comerica's securities may not accurately reflect the underlying value of the securities, and investors should consider this before relying on the market prices of Comerica's securities when making an investment decision.

- **An investment in Comerica's equity securities is not insured or guaranteed by the FDIC.**

Investments in Comerica's common or preferred stock are not deposits or other obligations of a bank or savings association and are not insured or guaranteed by the FDIC or any other governmental agency.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Managing technology risks, including risks related to cybersecurity, is an integral part of Comerica's enterprise risk management framework and processes. As such, Comerica uses a library of processes, risks risk and controls to assess, identify and manage cybersecurity risks. Comerica measures such risks in part by estimating the likelihood and potential impact of incidents. Comerica seeks to manage such these risks by designing, documenting, and implementing controls, testing those controls through compliance assessments and internal and external audits and, in some cases, by transferring the risk in whole or in part through methods such as insurance. When an incident occurs, Comerica works to remediate the incident while complying with its regulatory obligations, and then evaluate the remediation for effectiveness. Comerica communicates on risk management matters through documented policies and procedures, management and Board committee reporting, and training and other employee communications.

For a description of how cybersecurity risks may materially affect Comerica's business strategy or results, see "Item 1A. Risk Factors." **No To date, there have been no risks from cybersecurity threat risks during the fiscal year ended December 31, 2023 threats, including as a result of any previous cybersecurity incidents, that have materially affected or were reasonably likely to materially affect Comerica's Comerica's business strategy, financial condition or results of operations.**

Comerica engages information technology risk management employees with experience and expertise in cybersecurity. The organization consists of professionals in identity and access management, cyber defense operations, security engineering and information technology governance, risk and compliance. An Executive Vice President/ Chief Information Security Officer (with over 25 years' experience in cybersecurity risk management) and a Chief Information Officer (with over 27 years' experience in technology risk management) lead this team. Each reports directly to the Senior Executive Vice President / Chief Operating Officer, who reports directly to Comerica's Chief Executive Officer and the Board of Directors. In addition, Comerica engages third parties from time to time to assess, manage and respond to cybersecurity risks through risk assessment, penetration testing, incident response, threat intelligence, education, and managed security services.

[Table of Contents](#)

Comerica also oversees and identifies risks from threats to third parties, such as service providers, through efforts such as monitoring, risk assessments, audits, contractual due diligence and third-party security standards.

Senior management at Comerica governs risk management and is informed about, and monitors the prevention, detection, mitigation and mediation of cybersecurity incidents, in part through working review committees on which our Chief Information Security Officer and/or Chief Information Officer serve. Each review committee receives risk management reports appropriate to its scope of review, covering matters such as assessment results, risk ratings and critical issues. They report significant matters to enterprise-wide risk committees overseeing the broad scope of risk management for the enterprise as appropriate. Through these and other efforts, senior management makes decisions and sets priorities in allocating resources to address risk management issues.

The Board's Enterprise Risk Committee oversees **all of** Comerica's risk management policies, procedures and practices, including those related to cybersecurity. Senior management generally reports quarterly, or more often as necessary, to the Enterprise Risk Committee on technology risks, including risks from cybersecurity threats. The Board's Audit Committee and the Board as a whole, also receive such reports as part of their risk management oversight roles. Board members have direct access to senior management (and others, at their request) on matters related to cybersecurity threats and may direct questions to senior management and request further information as they see fit to fulfill their oversight responsibilities.

Item 2. Properties.

The executive offices of Comerica are located in the Comerica Bank Tower, 1717 Main Street, Dallas, Texas 75201. Comerica's Michigan headquarters are located at 411 W. Lafayette, Detroit, Michigan 48226. As of **December 31, 2023** **December 31, 2024**, Comerica, through its banking affiliates, operated at a total of **529 499** banking centers, trust services locations, and/or loan production or other financial services offices, primarily in Texas, Michigan, California, Florida and Arizona. Of those, **209 199** were owned and **320 300** were leased. As of **December 31, 2023** **December 31, 2024**, Comerica's banking affiliates also operated from owned spaces in Michigan as well as leased spaces in Delaware, Colorado, Georgia, Illinois, Massachusetts, Minnesota, New Jersey, New York, North Carolina, South Carolina, Tennessee and Washington, as well as in Mexico and Ontario, Canada.

Item 3. Legal Proceedings.

Please see **Note 21** to the **Notes** to Consolidated Financial Statements in the Financial Section of this report.

Item 4. Mine Safety Disclosures.

Not applicable.

[Table of Contents](#)

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information, Holders of Common Stock and Dividends

The **Comerica's** common stock of Comerica Incorporated is traded on the New York Stock Exchange (NYSE Trading Symbol: CMA). At **February 26, 2024** **February 20, 2025**, there were approximately **7,857** **7,530** record holders of Comerica's common stock. This number is based on the actual number of holders registered at such date and does not include holders whose shares are held in "street name" by brokers and other nominees.

Subject to approval of the Board of Directors, applicable regulatory requirements and the Series A **Preferred Stock** **preferred stock** dividend preference, Comerica expects to continue **its** policy of paying regular cash dividends on a quarterly basis. A discussion of dividend restrictions applicable to Comerica is set forth in Notes 13 and 20 of the Notes to Consolidated Financial Statements starting on pages **F-82** **F-79** and **F-93** **F-90**, respectively, of the Financial Section of this report, in the "Capital" section starting on page **F-16** of the Financial Section of this report and in the "Supervision and Regulation" section of this report.

Equity Compensation Plan Information

The response to this item will be included in Comerica's definitive Proxy Statement relating to **the** **its** 2025 Annual Meeting of Shareholders, which **sections are** **will be** **filed** **with the SEC** **pursuant to Regulation 14A of the Exchange Act** not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K (the "Proxy Statement"). Such information is hereby incorporated by **reference**.

Performance Graph

Our performance graph is available under the caption "Performance Graph" on page **F-2** of the Financial Section of this report.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

As Comerica's Board of Directors previously authorized a share repurchase program under which, as of December 31, 2023, a total **an aggregate of 97.2 million shares have been** **of common stock could be repurchased since the program's inception in 2010. On November 5, 2024, the Board of Directors increased the number of authorized for** **repurchase** **shares by 10 million, taking it to an aggregate of 107.2 million shares authorized since the program's inception. The timing and actual amount of share repurchases under the share** Comerica's repurchase program **since its inception in 2010.** are subject to various factors, including Comerica's earnings generation, capital needs to fund future

loan growth and market conditions. Shares under Comerica's repurchase program may be repurchased through open market repurchases, privately negotiated transactions, structured repurchase agreements with third parties and/or otherwise, including utilizing Rule 10b5-1 plans. The repurchased shares may be held as treasury stock or retired. There is no expiration date for Comerica's share repurchase program.

On October 18, 2024, Comerica announced that it intended to resume repurchases under the share repurchase program, and on October 22, 2024, Comerica entered into an accelerated share repurchase agreement to repurchase \$100 million of common stock. A total of 1.499 million shares were repurchased under the ASR agreement during the fourth quarter of 2024. On January 22, 2025, Comerica announced that it intended to repurchase \$50 million of common stock during the first quarter of 2025, and on February 3, 2025, Comerica entered into an ASR to repurchase \$50 million of common stock. Under the terms of the ASR agreement, Comerica received an initial delivery of common shares representing approximately 80% of the expected total to be repurchased. Subject to certain adjustments pursuant to the ASR agreement, the final number of shares repurchased and delivered under the ASR agreement will be based on the volume weighted average share price of Comerica's common stock during the term of the transaction, which is expected to be completed in the first quarter of 2025.

The following table summarizes Comerica's share repurchase activity for the year ended **December 31, 2023** December 31, 2024.

(shares in thousands)	Total Number of Shares Purchased as Part of Publicly Announced Repurchase Plans or Programs	Remaining Share Repurchase Authorization (a)	Total Number of Shares Purchased (b)	Average Price Paid Per Share
Total first quarter 2023	—	4,997	31	\$ 72.78
Total second quarter 2023	—	4,997	3	42.36
Total third quarter 2023	—	4,997	3	43.37
October 2023	—	4,997	3	40.60
November 2023	—	4,997	—	—
December 2023	—	4,997	—	—
Total fourth quarter 2023	—	4,997	3	40.60
Total 2023	—	4,997	40	\$ 65.89

(shares in thousands)	Total Number of Shares Purchased as Part of Publicly Announced Repurchase Plans or Programs	Remaining Share Repurchase Authorization (a)	Total Number of Shares Purchased (b)	Average Price Paid Per Share
Total first quarter 2024	—	4,997	19	\$ 50.95
Total second quarter 2024	—	4,997	2	54.32
Total third quarter 2024	—	4,997	2	51.21
October 1 - 31, 2024	1,290	3,707	1,292	62.30
November 1 - 30, 2024	—	13,707	—	—
December 1 - 31, 2024	209	13,498	210	70.80
Total fourth quarter 2024	1,499	13,498	1,502	63.49
Total 2024	1,499	13,498	1,525	\$ 63.30

(a) Maximum number of shares that may yet be purchased under the publicly announced plans or programs.

(b) Includes approximately ~~40,000~~ 26,000 shares (including 3,000 shares in the quarter ended **December 31, 2023** December 31, 2024) purchased related to deferred compensation plans during the year ended **December 31, 2023** December 31, 2024. These transactions are not considered part of Comerica's repurchase program.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Reference is made to the sections entitled **2023** **2024** Overview, "Results of Operations," "Strategic Lines of Business," "Balance Sheet and Capital Funds Analysis," "Risk Management," "Critical Accounting Estimates," "Supplemental Financial Data" and "Forward-Looking Statements" on pages F-3 through F-**11** of the Financial Section of this report.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Reference is made to the subheadings entitled "Market and Liquidity Risk," "Operational Risk," "Technology Risk," "Compliance Risk" and "Strategic Risk" on pages F-**27** **28** through F-**34** **35** of the Financial Section of this report.

Table of Contents

Item 8. Financial Statements and Supplementary Data.

Reference is made to the sections entitled "Consolidated Balance Sheets," "Consolidated Statements of Income," "Consolidated Statements of Comprehensive Income," "Consolidated Statements of Changes in Shareholders' Equity," "Consolidated Statements of Cash Flows," "Notes to Consolidated Financial Statements," "Report of Management," and "Reports of Independent Registered Public Accounting Firm," (PCAOB ID: 42) on pages F-[42](#) [40](#) through F-[107](#) [104](#) of the Financial Section of this report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.**Disclosure Controls and Procedures**

As required by Rule 13a-15(b) of the Exchange Act, management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation as of the end of the period covered by this Annual Report on Form 10-K, of the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that Comerica's disclosure controls and procedures were effective as of the end of the period covered by this Annual Report on Form 10-K.

Internal Control over Financial Reporting

Management's Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our management's annual report on internal control over financial reporting and the related attestation report of Comerica's registered public accounting firm are included on pages F-[104](#) [101](#) and F-[105](#) [102](#) in the Financial Section of this report.

As required by Rule 13a-15(d) of the Exchange Act, management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of our internal control over financial reporting to determine whether any changes occurred during the last quarter of the fiscal year covered by this Annual Report on Form 10-K that have materially affected, or are reasonably likely to materially affect, Comerica's internal control over financial reporting. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that there has been no such change during the last quarter of the fiscal year covered by this Annual Report on Form 10-K that has materially affected, or is reasonably likely to materially affect, Comerica's internal control over financial reporting.

Item 9B. Other Information.

None. No director or officer (as defined in Rule 16a-1(f) of the Exchange Act) of the Corporation adopted, modified, or terminated any Rule 10b5-1 trading arrangement or any non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K) during the quarter ended December 31, 2024.

On February 18, 2025, the Corporation filed a Certificate of Correction (the "Certificate of Correction") to the Certificate of Designations of 5.625% Fixed-Rate Non-Cumulative Perpetual Preferred Stock, Series A of the Corporation (the "Certificate of Designations"). The Certificate of Correction was filed to correct a scrivener's error included in the Certificate of Designations by correcting the definition of "Reset Date" to reference October 1, 2025, as was correctly disclosed in the Corporation's prospectus supplement filed with the SEC on May 21, 2020. Pursuant to Section 103(f) of the General Corporation Law of the State of Delaware, the correction was effective as of May 26, 2020.

On February 19, 2025, Nancy Avila notified the Board of Directors that she does not intend to stand for re-election at the 2025 Annual Meeting of Shareholders. She plans to serve out her current term as a director until April 29, 2025. Ms. Avila's decision was not due to any disagreement with the Corporation on any matter. It is expected that the size of the Board will be reduced to eleven directors, effective at the commencement of the 2025 Annual Meeting of Shareholders on April 29, 2025.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

PART III**Item 10. Directors, Executive Officers and Corporate Governance.**

Comerica has a Senior Financial Officer Code of Ethics that applies to the Chief Executive Officer, the Chief Financial Officer, the Chief Accounting Officer and the Treasurer. The Senior Financial Officer Code of Ethics is available on Comerica's website at www.comerica.com. If any substantive amendments are made to the Senior Financial Officer Code of Ethics or if Comerica grants any waiver, including any implicit waiver, from a provision of the Senior Financial Officer Code of Ethics to the Chief Executive Officer, the Chief Financial Officer, the Chief Accounting Officer or the Treasurer, we Comerica will disclose the nature of such amendment or waiver on our its website.

The remainder of the response to this item will be included in Comerica's definitive the Proxy Statement, relating to the Annual Meeting of Shareholders, which sections are and such information is hereby incorporated by reference.

reference herein.

Item 11. Executive Compensation.

The response to this item will be included in Comerica's definitive the Proxy Statement, relating to the Annual Meeting of Shareholders, which sections are and such information is hereby incorporated by reference. reference herein.

Table of Contents

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The response to this item will be included in Comerica's definitive the Proxy Statement, relating to and such information (except for the Annual Meeting information required by Item 402(v) of Shareholders, which sections are Regulation S-K) is hereby incorporated by reference.

reference herein.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The response to this item will be included in Comerica's definitive the Proxy Statement, relating to the Annual Meeting of Shareholders, which sections are and such information is hereby incorporated by reference.

reference herein.

Item 14. Principal Accountant Fees and Services.

The response to this item will be included in Comerica's definitive the Proxy Statement, relating to the Annual Meeting of Shareholders, which sections are and such information is hereby incorporated by reference.

[Table of Contents](#)

reference herein.

PART IV**Item 15. Exhibits and Financial Statement Schedules.**

Note Regarding Reliance on Statements in Our Contracts and Other Exhibits: We include agreements and other exhibits to this Annual Report on Form 10-K to provide information regarding their terms and not to provide any other factual or disclosure information about us, our subsidiaries or affiliates, or the other parties to the agreements, or for any other purpose. The agreements and other exhibits contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement or other arrangement and (i) should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) have in many cases been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement; (iii) may apply standards of materiality in a way that is different from what may be viewed as material to investors; and (iv) were made only as of the date of the applicable agreement or other exhibit, or such other date or dates as may be specified in the document and are subject to more recent developments. Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

The following documents are filed as a part of this report:

1. Financial Statements: The financial statements that are filed as part of this report are included in the Financial Section on pages F-42 40 through F-107 104.
2. All of the schedules for which provision is made in the applicable accounting regulations of the SEC are either not required under the related instruction, the required information is contained elsewhere in the Form 10-K, or the schedules are inapplicable and therefore have been omitted.
3. Exhibits:

2	(not applicable)
3.1	Restated Certificate of Incorporation of Comerica Incorporated (filed as Exhibit 3.2 to Registrant's Current Report on Form 8-K dated August 4, 2010, and incorporated herein by reference).
3.2	Certificate of Amendment to Restated Certificate of Incorporation of Comerica Incorporated (filed as Exhibit 3.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, and incorporated herein by reference).
3.3	Amended and Restated Bylaws of Comerica Incorporated (filed as Exhibit 3.3 to Registrant's Current Report on Form 8-K dated November 3, 2020, and incorporated herein by reference).
3.4	Certificate of Designations of 5.625% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series A, dated May 26, 2020, of Comerica Incorporated (including the form of 5.625% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series A Certificate of Comerica Incorporated attached as Exhibit A thereto) (filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K dated May 26, 2020, and incorporated herein by reference).
A	Certificate of Correction of Certificate of Designations of 5.625% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series A, of Comerica Incorporated, filed on February 18, 2025.
4	[Reference is made to Exhibits 3.1, 3.2, 3.3 and 3.4 in respect of instruments defining the rights of security holders. In accordance with Regulation S-K Item No. 601(b)(4)(iii), the Registrant is not filing copies of instruments defining the rights of holders of long-term debt because none of those instruments authorizes debt in excess of 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis. The Registrant hereby agrees to furnish a copy of any such instrument to the SEC upon request.]
4.1	Deposit Agreement, dated May 26, 2020, among Comerica Incorporated, Computershare Inc., Computershare Trust Company, N.A. and the holders from time to time of the depositary receipts issued thereunder (including the form of depositary share receipt attached as Exhibit A thereto) (filed as Exhibit 4.1 to Registrant's Current Report on Form 8-K dated May 26, 2020, and incorporated herein by reference).
4.2	Description of Registrant's Securities
9	(not applicable)
10.1†	Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 30, 2021, and incorporated herein by reference).
A†	Form of Standard Comerica Incorporated Restricted Stock Unit Agreement (cliff vesting) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.2 to Registrant's Current Report on Form 8-K dated April 24, 2018, and incorporated herein by reference).

Table of Contents

B1	Form of Standard Comerica Incorporated Restricted Stock Unit Agreement (non-cliff vesting) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.3 to Registrant's Current Report on Form 8-K dated April 24, 2018, and incorporated herein by reference).
C1	Form of Standard Comerica Incorporated Restricted Stock Unit Agreement (2020 non-cliff vesting) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.11 to Registrant's Current Report on Form 8-K dated November 3, 2020, and incorporated herein by reference).
D1	Form of Standard Comerica Incorporated Restricted Stock Unit Agreement (2-year (2-year cliff vesting) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.1H to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, and incorporated herein by reference).
E1	Form of Standard Comerica Incorporated Restricted Stock Unit Agreement (2021 three-year non-cliff vesting) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.1K to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, and incorporated herein by reference).
F1	Form of Standard Comerica Incorporated Restricted Stock Unit Agreement (non-cliff vesting without retirement provisions) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.1N to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, and incorporated herein by reference).
G1	Form of Standard Comerica Incorporated Restricted Stock Unit Agreement (Director Version) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.1L to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021, and incorporated herein by reference).
H1	Form of Standard Comerica Incorporated Senior Executive Long-Term Performance Restricted Stock Unit Award Agreement under the Comerica Incorporated 2018 Long-Term Incentive Plan (2020 version) (filed as Exhibit 10.1G to Registrant's Annual Report on Form 10-K for the year ended December 31, 2020, and incorporated herein by reference).
I1	Form of Standard Comerica Incorporated Senior Executive Long-Term Performance Restricted Stock Unit Award Agreement under the Comerica Incorporated 2018 Long-Term Incentive Plan (2022 version) (filed as Exhibit 10.1H to Registrant's Annual Report on Form 10-K for the year ended December 31, 2021, and incorporated herein by reference).
J1	Form of Standard Comerica Incorporated Senior Executive Long-Term Performance Restricted Stock Unit Award Agreement under the Comerica Incorporated 2018 Long-Term Incentive Plan (2023 version) (filed as Exhibit 10.1N to Registrant's Current Report on Form 8-K dated January 24, 2023, and incorporated herein by reference).
K1	Form of Standard Comerica Incorporated Restricted Stock Agreement (cliff vesting) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.6 to Registrant's Current Report on Form 8-K dated April 24, 2018, and incorporated herein by reference).
L1	Form of Standard Comerica Incorporated Restricted Stock Agreement (non-cliff vesting) under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.7 to Registrant's Current Report on Form 8-K dated April 24, 2018, and incorporated herein by reference).
M1	Form of Standard Comerica Incorporated Non-Qualified Stock Option Agreement under the Comerica Incorporated 2018 Long-Term Incentive Plan (filed as Exhibit 10.4 to Registrant's Current Report on Form 8-K dated April 24, 2018, and incorporated herein by reference).
N1	Form of Standard Comerica Incorporated Restricted Stock Unit Award Agreement under the Comerica Incorporated 2018 Long-Term Incentive Plan (2023 non-cliff 2-3-4 version) (filed as Exhibit 10.1N to Registrant's Annual Report on Form 10-K for the year ended December 31, 2023, and incorporated herein by reference).
10.21	Comerica Incorporated 2006 Amended and Restated Long-Term Incentive Plan (filed as Exhibit 10.1 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2016, and incorporated herein by reference).
A1	Form of Standard Comerica Incorporated Non-Qualified Stock Option Agreement under the Comerica Incorporated Amended and Restated 2006 Long-Term Incentive Plan (2012 version) (filed as Exhibit 10.1C to Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, and incorporated herein by reference).
B1	Form of Standard Comerica Incorporated Non-Qualified Stock Option Agreement under the Comerica Incorporated Amended and Restated 2006 Long-Term Incentive Plan (2014 version) (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated January 21, 2014, and incorporated herein by reference).
C1	Form of Standard Comerica Incorporated Non-Qualified Stock Option Agreement under the Comerica Incorporated Amended and Restated 2006 Long-Term Incentive Plan (2014 version 2) (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated July 22, 2014, and incorporated herein by reference).

Table of Contents

D†	Form of Standard Comerica Incorporated Non-Qualified Stock Option Agreement under the Comerica Incorporated Amended and Restated 2006 Long-Term Incentive Plan (2015 version) (filed as Exhibit 10.2 to Registrant's Current Report on Form 8-K dated November 10, 2015, and incorporated herein by reference).
E†	Form of Standard Comerica Incorporated Non-Qualified Stock Option Agreement under the Comerica Incorporated Amended and Restated 2006 Long-Term Incentive Plan (2017 version) (filed as Exhibit 10.1G to Registrant's Annual Report on Form 10-K for the year ended December 31, 2016, and incorporated herein by reference).
F†	Form of Standard Comerica Incorporated Restricted Stock Unit Award Agreement under the Amended and Restated Comerica Incorporated 2006 Long-Term Incentive Plan (2018 version - non-cliff vesting) (filed as Exhibit 10.2 to Registrant's Current Report on Form 8-K dated November 8, 2017, and incorporated herein by reference).
10.3†	Comerica Incorporated 2016 Management Incentive Plan (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated May 2, 2016, and incorporated herein by reference).
10.4†	Form of Standard Comerica Incorporated No Sale Agreement under the Comerica Incorporated Amended and Restated Management Incentive Plan (filed as Exhibit 10.5 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, and incorporated herein by reference).
10.5†	Supplemental Retirement Income Account Plan (formerly known as the Amended and Restated Benefit Equalization Plan for Employees of Comerica Incorporated) (amended and restated October 13, 2016, with amendments effective January 1, 2017) (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated January 24, 2017, and incorporated herein by reference).
10.6†	1999 Comerica Incorporated Amended and Restated Deferred Compensation Plan (amended and restated effective December 31, 2022) (filed as Exhibit 10.710.7 to Registrant's Current Report on Form 8-K dated November 8, 2022, and incorporated herein by reference).
10.7†	1999 Comerica Incorporated Amended and Restated Common Stock Deferred Incentive Award Plan (amended and restated effective December 31, 2022) (filed as Exhibit 10.810.8 to Registrant's Current Report on Form 8-K dated November 8, 2022, and incorporated herein by reference).
10.8†	Amended and Restated Comerica Incorporated Non-Employee Director Fee Deferral Plan (amended and restated effective July 1, 2020) (filed as Exhibit 10.11 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, and incorporated herein by reference).
10.9†	Amended and Restated Comerica Incorporated Common Stock Non-Employee Director Fee Deferral Plan (amended and restated effective July 1, 2020) (filed as Exhibit 10.12 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, and incorporated herein by reference).
10.10†	Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (amended and restated effective May 15, 2014) (filed as Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, and incorporated herein by reference).
A†	Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (filed as Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, and incorporated herein by reference).
B†	Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (Version 2) (filed as Exhibit 10.6 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, and incorporated herein by reference).
C†	Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (Version 2.5) (filed as Exhibit 10.48 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, and incorporated herein by reference).
D†	Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (Version 3) (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, and incorporated herein by reference).
E†	Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors (Version 4) (filed as Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, and incorporated herein by reference).

[Table of Contents](#)

10.11†	2015 Comerica Incorporated Incentive Plan for Non-Employee Directors (filed as Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, and incorporated herein by reference).
A†	Form of Standard Comerica Incorporated Non-Employee Director Restricted Stock Unit Agreement under the 2015 Comerica Incorporated Incentive Plan for Non-Employee Directors (filed as Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, and incorporated herein by reference).
10.12†	Form of Indemnification Agreement between Comerica Incorporated and certain of its directors and officers (filed as Exhibit 10.6 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2002, and incorporated herein by reference).
10.13†	Supplemental Pension and Retiree Medical Agreement with Ralph W. Babb Jr. (filed as Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998, and incorporated herein by reference).
10.14†	Restrictive Covenants and General Release Agreement by and between John D. Buchanan and Comerica Incorporated dated May 12, 2022 (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated May 12, 2022, and incorporated herein by reference.)
10.15†	Form of Change of Control Employment Agreement (BE4 and Higher Version without gross-up or window period-current) (filed as Exhibit 10.10 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, and incorporated herein by reference).
A†	Schedule of Named Executive Officers Party to Change of Control Employment Agreement (BE4 and Higher Version without gross-up or window period-current).
10.16†	Form of Change of Control Employment Agreement (BE4 and Higher Version without gross-up or window period-2015 version) (filed as Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, and incorporated herein by reference).
A†	Schedule of Named Executive Officers Party to Change of Control Employment Agreement (BE4 and Higher Version without gross-up or window period-2015 version).
10.17†	Form of Change of Control Employment Agreement (BE4 and Higher Version) (filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K dated November 18, 2008, and incorporated herein by reference).
A†	Schedule of Named Executive Officers Party to Change of Control Employment Agreement (BE4 and Higher Version).
10.18†	Form of Change of Control Employment Agreement (BE4 and Higher Version without gross-up or window period-2009 version) (filed as Exhibit 10.42 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2009, and incorporated herein by reference).
10.19†	Form of Change of Control Employment Agreement (BE2-BE3 Version) (filed as Exhibit 10.22 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2019, and incorporated herein by reference).
10.20†	Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as Further Amended and Restated (filed as Appendix A to the Corporation's Definitive Proxy Statement on Schedule DEF14A, filed with the Commission on March 11, 2024, and incorporated herein by reference).
A†	Form of Standard Comerica Incorporated Senior Executive Long-Term Performance Restricted Stock Unit Award Agreement under the Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as further amended and restated (2025 version).
B†	Form of Standard Comerica Incorporated Restricted Stock Unit Award Agreement (cliff vesting) under the Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as further amended and restated (2025 version).
C†	Form of Standard Comerica Incorporated Restricted Stock Unit Award Agreement (non-cliff vesting with retirement provisions) under the Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as further amended and restated (2025 version).

D1	Form of Standard Comerica Incorporated Restricted Stock Unit Award Agreement (non-cliff vesting without retirement provisions) under the Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as further amended and restated (2025 version).
13	(not applicable)
14	(not applicable)
16	(not applicable)
18	(not applicable)
19.1	Comerica Incorporated Amended and Restated Insider Trading Policy.
21	Subsidiaries of Registrant.
22	(not applicable)
23.1	Consent of Ernst & Young LLP.
24	(not applicable)
31.1	Chairman, President and CEO Rule 13a-14(a)/15d-14(a) Certification of Periodic Report (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002).
31.2	Senior Executive Vice President and CFO Rule 13a-14(a)/15d-14(a) Certification of Periodic Report (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002).
32	Section 1350 Certification of Periodic Report (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002).
33	(not applicable)
34	(not applicable)

[Table of Contents](#)

35	(not applicable)
95	(not applicable)
96	(not applicable)
97.1	Comerica Incorporated Compensation Recovery Policy, adopted on November 7, 2023.
99	(not applicable)
101 101.INS	Financial statements from XBRL Instance Document - The instance document does not appear in the Registrant's Annual Report on Form 10-K for Interactive Data File because its XBRL tags are embedded within the year ended December 31, 2023, formatted in Inline XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Changes in Shareholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements. XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	The cover page from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023 December 31, 2024 , formatted in Inline XBRL (included in Exhibit 101).
†	Management contract or compensatory plan or arrangement.
	File No. for all filings under Exchange Act, unless otherwise noted: 1-10706.

Item 16. Form 10-K Summary.

Not applicable.

[Table of Contents](#)

FINANCIAL REVIEW AND REPORTS

Comerica Incorporated and Subsidiaries

Performance Graph	F-2
2023 2024 Overview	F-3
Results of Operations	F-34
Strategic Lines of Business	F-9 10
Balance Sheet and Capital Funds Analysis	F-12 13
Risk Management	F-18 19
Critical Accounting Estimates	F-35 36
Supplemental Financial Data	F-39
Forward-Looking Statements	F-40
Consolidated Financial Statements:	
Consolidated Balance Sheets	F-42 40
Consolidated Statements of Income	F-43 41
Consolidated Statements of Comprehensive Income	F-44 42
Consolidated Statements of Changes in Shareholders' Equity	F-45 43
Consolidated Statements of Cash Flows	F-46 44
Notes to Consolidated Financial Statements	F-47 45
Report of Management	F-104 101
Reports of Independent Registered Public Accounting Firm	F-105 102

[Table of Contents](#)

PERFORMANCE GRAPH

The graph shown below compares the total **returns** shareholder return (assuming reinvestment of dividends) of Comerica Incorporated Comerica's common stock, the S&P 500 Index and the KBW Bank Index. The graph assumes \$100 invested in Comerica Incorporated Comerica's common stock (returns based on stock prices per the NYSE) and each of the indices on **December 31, 2018** December 31, 2019 and the reinvestment of all dividends during the periods presented.

 402

		2018	2019	2020	2021	2022	2023							
		2019	2020	2021	2022	2023			2024					
Comerica Incorporated	Comerica Incorporated	100	108	90	146	116	103	Comerica Incorporated	100	83	134	107	95	111
KBW Bank Index	KBW Bank Index	100	136	122	169	133	132	KBW Bank Index	100	90	124	98	97	133
S&P 500 Index	S&P 500 Index	100	131	156	200	164	207	S&P 500 Index	100	118	152	125	157	197

The performance shown on the graph is not necessarily indicative of future performance.

[Table of Contents](#)

2023 2024 OVERVIEW

Comerica Incorporated (the Corporation) is a financial holding company headquartered in Dallas, Texas. The Corporation's major business segments are the Commercial Bank, the Retail Bank and Wealth Management. Information about the activities of the Corporation's business segments is provided in Note 22 to the consolidated financial statements.

As a financial institution, the Corporation's principal activity is lending to and accepting deposits from businesses and individuals. The Corporation's primary source of revenue is net interest income, which is principally derived from the difference between interest earned on loans and investment securities and interest paid on deposits and other funding sources. The Corporation also provides other products and services that meet the financial needs of its customers which generate noninterest income, the Corporation's secondary source of revenue. Growth in loans, deposits and noninterest income is affected by many factors, including economic conditions in the markets the Corporation serves, the financial requirements and economic health of customers and the ability to add new customers and/or increase the number of products used by current customers. Success in providing products and services depends on the financial needs of customers and the types of products desired.

The accounting and reporting policies of the Corporation and its subsidiaries conform to generally accepted accounting principles (GAAP) in the United States (U.S.). The Corporation's consolidated financial statements are prepared based on the application of accounting policies, the most significant of which are described in Note 1 to the consolidated financial statements. When necessary, the Corporation uses reasonable assumptions to develop estimates that affect the consolidated results of operations. The most critical of these estimates are discussed in the "Critical Accounting Estimates" section of this financial review.

Full-Year 2023 2024 compared to Full-Year 2022 2023

- Net income decreased \$270 million \$183 million, or 21 percent, to \$881 million \$698 million, driven reflecting decreases in net interest income and noninterest income, partially offset by increases decreases in noninterest expenses and provision for credit losses, partially offset by an increase losses. The decrease in net interest income due to was driven by lower loan volume, the net impact of higher short-term rates and loan growth.
- a change in deposit mix from noninterest-bearing to interest-bearing deposits, partially offset by a decline in short-term Federal Home Loan Bank (FHLB) advances. Diluted net income per common share was \$5.02 in 2024 compared to \$6.44 in 2023 compared to \$8.47 in 2022. 2023.
- Average loans increased \$3.4 billion decreased \$2.9 billion, or 75 percent, to \$53.9 billion \$51.0 billion, which included decreases in Equity Fund Services, general Middle Market, Mortgage Banker Finance (reflecting a strategic exit from the business line) and included increases Corporate Banking, partially offset by an increase in Commercial Real Estate, National Dealer Services, Corporate Banking, Wealth Management and Environmental Services, partially offset by declines in Mortgage Banker Finance related to the planned exit from this line of business and Equity Fund Services. Estate.
- Average securities decreased \$1.6 billion, or 89 percent, to \$17.4 billion \$15.8 billion, reflecting unrealized losses paydowns and maturities, of Treasury securities, partially offset by a decline in average unrealized losses. In the full-year impact fourth quarter of mortgage-backed 2024, \$827 million in Treasury securities purchased during 2022, were sold and replaced with higher-yielding Treasury securities to reposition a portion of the Corporation's securities portfolio.
- Average deposits decreased \$9.5 billion \$2.1 billion, or 133 percent, to \$66.0 billion. Average \$63.9 billion, which included a \$5.8 billion decrease in noninterest-bearing deposits, which decreased \$11.1 billion, or 27 percent, were impacted by customer diversification efforts following the banking industry disruption in the first quarter of 2023, partially offset by an \$3.7 billion increase in average interest-bearing deposits. Brokered time deposits of \$1.7 billion decreased \$960 million, or 5 percent, primarily due to and decreases in Technology and Life Sciences, Mortgage Banker Finance (reflecting strategic exit), Wealth Management, Energy and National Dealer Services were partially offset by increases in brokered time deposits general Middle Market and customer certificates of deposit. Corporate Banking.
- Average short-term borrowings increased \$6.8 billion decreased \$6.4 billion, or 88 percent, to \$7.2 billion \$837 million, reflecting a reduction in short-term FHLB advances, while average medium- and long-term debt increased \$3.0 billion \$1.0 billion to \$5.8 billion \$6.9 billion, mostly reflecting higher Federal Home Loan Bank (FHLB) an increase in longer-term FHLB advances.
- Net interest income increased \$48 million decreased \$324 million, or 13 percent, to \$2.5 billion \$2.2 billion, and the net interest margin increased 4 decreased 18 basis points to 3.06 2.88 percent, largely due to driven by a decline in loan volume, the net impact of higher short-term rates and average loan growth, partly a change in deposit mix from noninterest-bearing to interest-bearing deposits, partially offset by an increase a decline in average borrowings and interest-bearing deposits, short-term FHLB advances.
- The provision for credit losses increased \$29 million decreased \$40 million, or 44 percent, to \$89 million \$49 million, reflecting average loan growth, an uncertain economic outlook and credit migration, as well as changes in portfolio composition, composition, lower loan balances and an improved economic outlook.
- Noninterest income increased \$10 decreased \$24 million, or 2 percent, to \$1.1 billion, reflecting increases which included a \$19 million loss related to securities repositioning. Decreases in deferred compensation asset returns (offset in noninterest expenses), card fees, FHLB stock dividends, brokerage fees, card fees, capital markets income and commercial lending fees and letter of credit fees, were partially offset by decreases an increase in risk management hedging income service charges on deposit accounts (mostly related to Bloomberg Short-Term Bank Yield Index (BSBY) cessation losses in 2023), a \$5 million negotiated vendor payment recorded in the 2024 period and capital markets income, smaller increases in other categories. Refer to the "BSBY Cessation" subheading in the "Market and Liquidity Risk" section of this financial review, as well as Note 8 to the consolidated financial statements, for further discussion of de-designated interest rate hedges.
- Noninterest expenses increased \$361 decreased \$52 million, or 2 percent, to \$2.4 billion \$2.3 billion, primarily due to reflecting decreases in Federal Deposit Insurance Corporation (FDIC) insurance expense (primarily special assessment), non-salary pension expense and

litigation-related expenses, partially offset by increases in FDIC insurance expense, salaries and benefits expense, non-salary pension occupancy expense outside processing fee expense, litigation and regulatory-related expenses, consulting fees, software expense, and legal fees, partially offset by as well as a decrease in gains on the sale of real estate during the current year, estate.

- The Corporation declared returned \$476 million to common stock shareholders through dividends on its common stock of \$2.84 per share returning \$375 million to and the repurchase of approximately 1.5 million shares of common shareholders stock. Additionally, the Corporation declared \$23 million in dividends on its preferred dividends stock.

RESULTS OF OPERATIONS

The following provides a comparative discussion of the Corporation's consolidated results of operations for 2023 2024 compared to 2022 2023. A comparative discussion of results for 2022 2023 compared to 2021 2022 is provided in the "Results of Operations" section beginning on page F-3 of the Corporation's 2022 2023 Annual Report. Report on Form 10-K for the year ended December 31, 2023 filed with the Securities and Exchange Commission on February 28, 2024.

[Table of Contents](#)

Analysis of Net Interest Income

(dollar amounts

in millions)

Years Ended December 31

Years Ended December 31	2023			2022			2021			2024			2023		
	Average Balance	Average Balance	Average Interest Rate		Average Balance	Average Interest Rate		Average Balance	Average Interest Rate		Average Balance	Average Interest Rate		Average Balance	Average Interest Rate
Commercial loans (a) (b)	\$30,009	\$1,651	5.51 %		\$29,846	\$1,278	4.28 %		\$29,283	\$1,009	3.45 %				
Commercial loans (a)	\$26,278	\$1,407	5.36 %		\$30,009	\$1,651	5.51 %		\$29,846	\$1,278	4.28 %				
Real estate															
construction															
loans															
Commercial															
mortgage loans															
Lease financing															
(c) (b)															
International															
loans															
Residential															
mortgage loans															
Consumer															
loans															
Total loans															
(d) (c)															
Mortgage-															
backed															
securities (e) (d)															
U.S. Treasury															
securities (f) (e)															
Total															
investment															
securities															
Interest-bearing															
deposits with															
banks (g) (f)															
Other short-															
term															
investments															
Total															
earning															
assets															
Cash and due															
from banks															
Allowance for loan losses															
Allowance for loan losses															
Allowance for loan losses															
Accrued income and other															
assets															
Accrued income and other															
assets															
Accrued income and other															
assets															
Total assets															
Total assets															
Total assets															

Money market and interest-bearing checking deposits (h)

(g)

Money market and interest-bearing checking deposits (h)

(g)

Money market and interest-bearing checking deposits (h)

(g)

Savings

deposits

Customer certificates of deposit

Other time deposits

Foreign office time deposits

Total interest-bearing deposits

Federal funds purchased

Other short-term borrowings

Medium- and long-term debt

Medium- and long-term debt

Medium- and long-term debt

Total interest-bearing sources

Noninterest-bearing deposits

Accrued expenses and other liabilities

Accrued expenses and other liabilities

Accrued expenses and other liabilities

Shareholders' equity

Shareholders' equity

Shareholders' equity

Total liabilities and shareholders' equity

Total liabilities and shareholders' equity

Total liabilities and shareholders' equity

Net interest income/rate spread

Net interest income/rate spread

Net interest income/rate spread					
Impact of net noninterest- bearing sources of funds					
Net interest margin (as a percentage of average earning assets)	Net interest margin (as a percentage of average earning assets)	3.06 %	3.02 %	2.21 %	2.88 %
					3.06 %

(a) Interest income on commercial loans included (expense) income related to swap settlements net expense from cash flow swaps of \$(602) million, \$(25) million \$637 million, \$602 million and \$95 \$25 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively.

(b) Included Paycheck Protection Program (PPP) loans with average balances of \$30 million, \$147 million and \$2.3 billion, interest income of \$1 million, \$11 million and \$111 million and average yields of 1.65%, 7.25% and 4.77% for the years ended December 31, 2023, and 2022 and 2021, respectively.

(c) Included residual value adjustments totaling \$6 million and \$3 million, which impacted the average lease financing yield by 81 basis points and \$20 million, which 46 basis points, respectively, and impacted the average yield on loans by 1 basis point 1 basis point and 4 basis points for the years ended December 31, 2023, 2022 and 2021, respectively, in both periods.

(d) (c) Nonaccrual loans are included in average balances reported and in the calculation of average rates.

(d) Average balances included \$2.8 billion, \$2.9 billion and \$1.8 billion of unrealized losses for the years ended December 31, 2024, 2023 and 2022, respectively; yields calculated gross of these unrealized gains and losses.

(e) Average balances included \$(2.9) billion, \$(1.8) billion \$47 million, \$115 million and \$61 \$117 million of unrealized (losses) gains losses for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively; yields calculated gross of these unrealized gains and losses.

(f) Average balances included \$(115) excluded \$1 million, \$(117) million and \$27 million of unrealized (losses) gains for the years ended December 31, 2023, 2022 and 2021, respectively; yields calculated gross of these unrealized gains and losses.

(g) Average balances included \$5 million excluded \$769 million, and excluded \$375 \$769 million of collateral posted and netted against derivative liability positions for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively; yields calculated gross of derivative netting amounts.

(h) (g) Average balances excluded \$100 million, \$195 million \$128 million and \$156 \$128 million of collateral received and netted against derivative asset positions for the years ended December 31, 2023 December 31, 2024, 2023 and 2022, and 2021, respectively; yields rates calculated gross of derivative netting amounts.

Table of Contents

Rate/Volume Analysis

(in millions)

Years Ended December 31

	2023/2022	2022/2021	2024/2023	2023/2022
Years Ended December 31				

	Increase (Decrease) Due to Rate (a)	Increase (Decrease) Due to Rate (a)	Increase (Decrease) Due to Volume (a)	Net Increase (Decrease)	Increase (Decrease) Due to Rate (a)	Increase (Decrease) Due to Volume (a)	Net Increase (Decrease)	Increase (Decrease) Due to Rate (a)	Increase (Decrease) Due to Volume (a)	Net Increase (Decrease)	Increase (Decrease) Due to Rate (a)	Increase (Decrease) Due to Volume (a)	Net Increase (Decrease)
Interest Income:													
Commercial loans													
Commercial loans													
Commercial loans													
Real estate construction loans													
Real estate construction loans													
Real estate construction loans													
Commercial mortgage loans													
Commercial mortgage loans													
Commercial mortgage loans													
Lease financing													
Lease financing													
Lease financing													
International loans													
International loans													
International loans													
Residential mortgage loans													
Residential mortgage loans													
Residential mortgage loans													
Consumer loans													
Consumer loans													
Consumer loans													
Total loans													
Total loans													
Total loans													
Mortgage-backed securities													
Mortgage-backed securities													
Mortgage-backed securities													
U.S. Treasury securities													
U.S. Treasury securities													
U.S. Treasury securities													
Total investment securities													
Total investment securities													
Total investment securities													
Interest-bearing deposits with banks													
Interest-bearing deposits with banks													
Interest-bearing deposits with banks													
Other short-term investments													
Other short-term investments													
Other short-term investments													
Total interest income													
Total interest income													
Total interest income													
Interest Expense:													
Interest Expense:													
Interest Expense:													
Money market and interest-bearing checking deposits													

Money market and interest-bearing checking deposits
Money market and interest-bearing checking deposits
Savings deposits
Savings deposits
Savings deposits
Customer certificates of deposit
Customer certificates of deposit
Customer certificates of deposit
Other time deposits
Other time deposits
Other time deposits
Foreign office time deposits
Foreign office time deposits
Foreign office time deposits
<hr/> Total interest-bearing deposits
<hr/> Total interest-bearing deposits
<hr/> Total interest-bearing deposits
Federal funds purchased
Federal funds purchased
Federal funds purchased
Other short term borrowings
Other short term borrowings
Other short term borrowings
Medium- and long-term debt
Medium- and long-term debt
Medium- and long-term debt
<hr/> Total interest expense
<hr/> Total interest expense
<hr/> Total interest expense
Net interest income
Net interest income
Net interest income

(a) Impact of additional days, other portfolio dynamics and interest rate swaps reflected as part of rate impact, rate/volume variances are allocated to variances due to volume.

Net interest income is the difference between interest earned on assets and interest paid on liabilities. Gains and losses related to risk management interest rate swaps that convert fixed rate debt to a floating rate and qualify as fair value hedges are included in interest expense on medium- and long-term debt. Additionally, the The portion of gains and losses on risk management interest rate swaps that convert variable-rate loans to fixed rates through cash flow hedges that relate to the earnings effect of the hedged loans during the period are included in loan interest income. Additionally, gains and losses related to risk management interest rate swaps that convert fixed-rate debt to a floating rate and qualify as fair value hedges are included in interest expense on medium- and long-term debt.

Refer to the Analysis of Net Interest Income and the Rate/Volume Analysis tables above for an analysis of net interest income for the years ended December 31, 2023 December 31, 2024, 2023 and 2022 and 2021 and details of regarding the components of the change in net interest income for 2024 compared to 2023 as well as 2023 compared to 2022 as well as 2022 compared to 2021, 2022.

Net interest income was \$2.5 billion for For the year ended December 31, 2023 December 31, 2024, an increase of \$48 million compared to the year ended December 31, 2022. The increase in net interest income reflected decreased \$324 million to \$2.2 billion and net interest margin decreased 18 basis points to 2.88 percent, reflecting a decline in loans, the net benefit impact of higher rates, a change in deposit mix from higher short-term rates noninterest-bearing to interest-bearing deposits and loan growth, lower deposits held with the Federal Reserve Bank (FRB), partially offset by increased balances of interest-bearing deposits and borrowings. Net interest margin increased 4 basis points to 3.06 percent for the year ended December 31, 2023, reflecting higher a decline in short-term rates, partially offset by higher- cost funding sources, FHLB advances.

Average earning assets of \$79.2 billion were relatively stable decreased \$6.0 billion to \$73.2 billion compared to the prior year, driven by decreases of \$2.9 billion in loans, \$1.6 billion in investment securities and included \$3.4 billion in loan growth, partially offset by declines of \$1.8 billion \$1.5 billion in interest-bearing deposits with banks and \$1.6 billion in investment securities, banks. Average interest-bearing funding sources increased \$11.5 billion decreased \$1.7 billion to \$46.5 billion, driven reflecting a \$6.4 billion decline in short-term borrowings, partially offset by increases of \$6.8 billion \$3.7 billion in short-term borrowings, \$3.0 billion interest-bearing deposits and \$1.0 billion in medium- and long-term debt and \$1.7 billion in interest-bearing deposits, debt.

[Table of Contents](#)

The Corporation utilizes various asset and liability management strategies to manage net interest income exposure to interest rate risk. Refer to the "Market and Liquidity Risk" section of this financial review for additional information regarding the Corporation's asset and liability management policies and the "Balance Sheet and Capital Funds Analysis" section for further discussion on changes in earning assets and interest-bearing liabilities.

Provision for Credit Losses

The provision for credit losses increased \$29 million decreased \$40 million to \$89 million \$49 million, reflecting average loan growth, an uncertain economic outlook and credit migration, as well as changes in portfolio composition, composition, lower loan balances and an improved economic outlook. Net loan charge-offs increased \$5 million \$30 million to \$52 million, or 0.10 percent of average total loans for the year ended December 31, 2024, compared to \$22 million, or 0.04 percent of average total loans for the year ended December 31, 2023, compared to \$17 million, or 0.03 percent of average total loans for the year ended December 31, 2022, with net charge-offs in Corporate Banking, Business Banking and primarily driven by general Middle Market, partially offset by Technology and Life Sciences, partially offset by net recoveries in general Middle Market, Energy and Corporate Banking. The provision for credit losses on lending-related commitments was a benefit of \$5 million for the year ended December 31, 2024, compared to a benefit of \$11 million for the year ended December 31, 2023, compared to an expense of \$21 million for the year ended December 31, 2022.

An analysis of the allowance for credit losses and a summary of nonperforming assets are presented under the "Credit Risk" subheading in the "Risk Management" section of this financial review. For information regarding methodology used in the determination of allowance for credit losses, refer to Note 1 to the consolidated financial statements.

Noninterest Income

(in millions)

(in millions)

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

Card fees

Fiduciary income (a)

Fiduciary income (a)

Fiduciary income (a)

Service charges on deposit accounts

Service charges on deposit accounts

Service charges on deposit accounts

Capital markets income (b)

Capital markets income (b)

Capital markets income (b)

Commercial lending fees (b)

Commercial lending fees (b)

Commercial lending fees (b)

Brokerage fees (a)

Brokerage fees (a)

Brokerage fees (a)

Bank-owned life insurance

Bank-owned life insurance

Bank-owned life insurance

Letter of credit fees

Letter of credit fees

Letter of credit fees

Brokerage fees (a)

Brokerage fees (a)

Brokerage fees (a)

Risk management hedging (loss) income (b)

Risk management hedging (loss) income (b)

Risk management hedging (loss) income (b)

Other noninterest income (a), (b), (c)

Other noninterest income (a), (b), (c)

Other noninterest income (a), (b), (c)

Risk management hedging income (loss)

2023 2022 2021 2024 2023 2022

Risk management hedging income (loss)
Risk management hedging income (loss)
Net losses on debt securities
Net losses on debt securities
Net losses on debt securities
Other noninterest income (a), (b)
Other noninterest income (a), (b)
Other noninterest income (a), (b)
Total noninterest income
Total noninterest income
Total noninterest income

(a) *2023 results include* Results reflect changes in presentation consistent with contractual terms with *new* an investment program partner *resulting beginning in a net \$2 million November 2023. Comparative impacts attributable to prior year's presentation included an increase to* of \$22 million in brokerage fees, with corresponding *decreases* *reductions* of \$2 million each *\$24 million in other noninterest income, \$21 million in salaries and benefits expense (commission expenses), \$20 million in fiduciary income other noninterest income and commission costs (recorded within salaries and benefits expense)* \$1 million in outside processing expense.

(b) *Effective January 1, 2023, the Corporation reported derivative income, syndication agent fees (previously a component of commercial lending fees) and investment banking fees (previously a component of other noninterest income) as a combined item captioned by capital markets income on the Consolidated Statements of Income. Beginning with fourth quarter 2023, risk management hedging income (previously a component of other noninterest income) was presented as a separate item on the Consolidated Statements of Income. Prior periods have been adjusted to conform to this presentation, and the changes do not impact total noninterest income.*

(c) *The table below provides further details on certain categories included in other noninterest income.*

Noninterest income increased \$10 million decreased \$24 million to \$1.1 billion, reflecting increases which included a \$19 million loss related to repositioning \$827 million of the Corporation's securities portfolio, as well as decreases in card fees, other noninterest income, brokerage fees, card fees, capital markets income and commercial lending fees and letter of credit fees, partially offset by decreases an increase in risk management hedging income service charges on deposit accounts and capital markets income. Other noninterest income included smaller increases in deferred compensation asset returns (offset other categories).

Card fees consist primarily of interchange and other fee income earned on government prepaid card, commercial card, debit/Automated Teller Machine (ATM) card and merchant payment processing services. Card fees decreased \$24 million, or 9 percent, reflecting lower government card interchange income, a decline in commercial card sales volume and ATM network bonuses received in the 2023 period.

Following the contract expiration on January 2, 2025, Comerica Bank (the Bank) was not selected to continue serving as financial agent supporting the Direct Express Debit MasterCard Program (Direct Express) for the U.S. Department of the Treasury, Bureau of the Fiscal Service (the Treasury); however, the Treasury elected to extend the contract term for up to three years past January 2, 2025 to facilitate an orderly transition. While the length of the transition is currently unknown, the Corporation believes it may take some time given the scale and complexity of the program, as well as its own transition experience. Card fee income related to the Direct Express program was \$121 million and \$137 million for the years ended December 31, 2024 and 2023, respectively. Noninterest expenses related to the Direct Express program were \$119 million and \$138 million, respectively, for the same periods, consisting primarily of outside processing fee expense and other noninterest expenses expenses. Refer to the "Direct Express Debit MasterCard Program" subheading in the "Market and FHLB stock dividends. Liquidity Risk" section of this financial review for further discussion of Direct Express.

Capital markets income consists of net gains and losses recognized on customer-initiated derivative instruments, net of the impact of offsetting positions, syndication agent fees, investment banking fees and merger and acquisition advisory fees. Capital markets income decreased \$5 million, or 3 percent, reflecting lower derivative income, partially offset by an increase in advisory and investment banking fees.

Commercial lending fees include fees assessed on the unused portion of lines of credit (unused commitment fees) and loan servicing fees. These fees decreased \$4 million, or 6 percent, driven by lower commitment fees due to a decline in loan commitments.

Risk management hedging income increased \$50 million, reflecting a decline in losses related to BSBY cessation, partially offset by a decline in price alignment income received on collateral posted for centrally-cleared risk management positions. Refer to the "BSBY Cessation" subheading in the "Market and Liquidity Risk" section of this financial review, as well as Note 8 to the consolidated financial statements, for further discussion of de-designated interest rate hedges.

Brokerage fees are commissions earned for facilitating securities transactions for customers as well as other brokerage services provided. In November 2023, the Corporation transitioned the support of its retail brokerage business, including specific insurance, brokerage and investment advisory activities previously conducted by the Corporation's broker-dealer subsidiary, to Ameriprise Financial Institutions Group (Ameriprise), an independent financial services broker. Since this transition, brokerage fees include income from sales of select investment products of an independent financial services broker, net of commissions passed through to employees licensed by the independent broker to sell their products. Brokerage fees increased \$9 million \$21 million, or 47.69 percent, reflecting the full-year impact of the Corporation's new investment program partner, as well as increased money market funds revenue including additional service fee revenue.

Net losses on debt securities totaled \$19 million for the year ended December 31, 2024, with no corresponding amount in the 2023 period, and was related to higher short-term rates as well as elevated transactional revenue for personal trusts.

Card fees consist primarily the sale of interchange and other fee income earned on government prepaid card, commercial card, debit/Automated Teller Machine (ATM) card and merchant payment processing services. Card fees increased \$7 million, or 2 percent, reflecting higher processing volumes in merchant services and ATM network bonuses, partially offset by \$827 million of Treasury securities that were replaced with higher-yielding Treasury securities with a one-time government card vendor incentive received in 2022.

Commercial lending fees include fees assessed on the unused portion duration of lines of credit (unused commitment fees) and loan servicing fees. These fees increased \$4 million, or 6 percent, driven by higher commitment fees from growth in loan

[Table of Contents](#)

commitments, partially offset by a decrease in Mortgage Banker Finance service charges due to the mostly completed planned exit from this line of business.

Letter of credit fees increased \$4 million, or 11 percent, reflecting an increase in standby letters of credit activity.

Risk management hedging income declined \$50 million, resulting from a \$91 million net loss related to Bloomberg Short-Term Bank Yield Index (BSBY) cessation, which was partially offset by a \$41 million increase in price alignment income received on collateral posted for centrally cleared risk management positions. Refer to the "BSBY Cessation" subheading in the "Market and Liquidity Risk" section of this financial review, as well as Note 8 to the consolidated financial statements, for further discussion of de-designated interest rate hedges.

Service charges on deposit accounts consist primarily of charges on retail and business accounts, including fees for treasury management services. Service charges on deposit accounts decreased \$10 million, or 5 percent, reflecting declines in volume-based deposit fees and the elimination of certain consumer account fees as well as an increase in earnings credit allowances provided to customers that reduced their service charges.

Capital markets income consists of net gains and losses recognized on customer-initiated derivative instruments, net of the impact of offsetting positions, syndication agent fees, investment banking fees and merger and acquisition advisory fees. Capital markets income decreased \$7 million, or 5 percent, primarily due to unfavorable credit valuation adjustments, lower interest rate and energy derivative income and a decline in syndication agent fees, partially offset by increases in advisory fees and foreign exchange derivative income. 1.9 years.

Other noninterest income increased \$52 million decreased \$23 million, or 29 percent, as detailed below, driven by increases a decrease in deferred compensation asset returns (offset in noninterest expenses) and FHLB stock dividends due to higher rates and additional reflecting redemptions of stock acquired corresponding with the decline in advances, partially offset by a \$5 million negotiated vendor payment received during the year 2024 period.

(in millions)

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

FHLB and FRB stock dividends

Deferred compensation asset returns (a)

Deferred compensation asset returns (a)

Deferred compensation asset returns (a)

Securities trading income (b)

Securities trading income (b)

Securities trading income (b)

Insurance commissions (b)

Insurance commissions (b)

Insurance commissions (b)

All other noninterest income

All other noninterest income

All other noninterest income

Other noninterest income

Other noninterest income

Other noninterest income

2023

2022 2021

2024

2023 2022

(a) Compensation deferred by the Corporation's officers and directors is invested based on investment selections of the such officers and directors. Income earned on these assets is reported in noninterest income and the offsetting change in deferred compensation plan liabilities is reported in salaries and benefits expense.

(b) Results reflect changes in presentation consistent with contractual terms with an investment program partner beginning in November 2023. Comparative impacts attributable to prior year's presentation included decreases in securities trading income and insurance commissions, with a corresponding increase in brokerage fees.

Noninterest Expenses

(in millions)

Years Ended December 31

©2025 Refinitiv. All rights reserved. Republication or redistribution of Refinitiv content, including by framing or similar means, is prohibited without the prior written consent of Refinitiv. 'Refinitiv' and the Refinitiv logo are registered trademarks of Refinitiv and its affiliated companies.

Years Ended December 31	2023	2022	2021	2024	2023	2022
Years Ended December 31						
Years Ended December 31						
Years Ended December 31						
Years Ended December 31						
Years Ended December 31						
Salaries and benefits expense (a)						
Outside processing fee expense						
FDIC insurance expense						
Occupancy expense						
Software expense						
FDIC insurance expense						
Equipment expense						
Advertising expense						
Other noninterest expenses (a)						
Total noninterest expenses						

(a) Results reflect above-described changes in presentation consistent with contractual terms with Ameriprise beginning in November 2023. Comparative impacts attributable to prior year's presentation included decreases of \$21 million in salaries and benefits expense (commission expenses) and \$1 million in outside processing expense, with a corresponding increase in brokerage fees.

Noninterest expenses increased \$361 million decreased \$52 million to \$2.4 billion \$2.3 billion, primarily due to increases decreases in FDIC insurance expense and other noninterest expenses, partially offset by increases in salaries and benefits expense, other noninterest expenses, outside processing fee expenses software expense and software occupancy expense.

FDIC insurance expense increased \$149 million decreased \$104 million, or 58 percent, reflecting \$109 million a decline of \$96 million in additional expense resulting from a special assessment approved by the FDIC Board of Directors Directors in November 2023 approval of a special assessment to recover the loss to the Deposit Insurance Fund (DIF) following the failures of Silicon Valley Bank and Signature Bank. In February 2024, Additionally, risk-based assessment fees declined \$8 million, reflecting changes in balance sheet composition.

Other noninterest expenses decreased \$13 million, or 8 percent, including decreases in non-salary pension expense and litigation-related expenses, partially offset by a decline in gains on the FDIC indicated that it now expects a larger loss to the DIF than originally estimated and that it plans to provide institutions with an updated estimate sale of their total special assessment amount with its first quarter 2024 special assessment invoice, to be released in June 2024. This updated special assessment total may result in additional FDIC expense to be recorded later this year.

[Table of Contents](#)

real estate.

Salaries and benefits expense increased \$98 million \$46 million, or 84 percent, reflecting increases from annual merit increases and staff additions, temporary labor performance-based compensation and deferred compensation expense (offset in other noninterest income), staff insurance, partially offset by a decrease in incentive compensation.

Other noninterest expenses increased \$80 million, or 95 percent, including increases in non-salary pension expense, litigation and regulatory-related expenses, consulting fees and legal fees, partially offset by a net gain on fixed asset disposals, which included gains on real estate and asset impairments.

Outside processing fee expense increased \$26 million, or 10 percent, reflecting an increase in state program costs and data processing conversion costs, partially offset by lower card fulfillment fees and a decline in volume of government card transactions tied to card fee revenues, severance costs.

Software expenses expense increased \$10 million, or 6 percent, driven by higher cloud computing costs, and an increase partially offset by a decrease in rental and maintenance fees.

The above detail includes expenses for certain modernization initiatives. Occupancy expense increased \$10 million, or 5 percent, reflecting higher depreciation on corporate offices and accelerated lease amortization related to the transformation closures of the retail banking delivery model, alignment of corporate facilities and optimization of technology platforms. Modernization-related expenses totaled \$6 million during 2023, compared to \$38 million during 2022, and were comprised of transitional real estate costs (reported in occupancy expense), severance and contract labor (reported in salaries and benefits expense) as well as gains on sale of real estate assets, asset impairments and contract termination costs (reported in other noninterest expenses). The above detail also includes \$25 million of severance costs during 2023 related to expense recalibration initiatives intended to enhance earnings power and create capacity for strategic and risk management initiatives. bank branches.

Income Taxes and Related Items

The provision for income taxes was \$190 million in 2024, compared to \$263 million in 2023, compared to \$325 million in 2022, 2023. Net deferred tax assets were \$1.0 billion at both December 31, 2024 and December 31, 2023, compared to \$1.1 billion at December 31, 2022. Refer to Note 18 to the consolidated financial statements for information about the components of net deferred tax assets. Deferred The Corporation evaluated deferred tax assets of \$1.3 billion were evaluated for realization and it was determined that a valuation allowance of \$6 million \$11 million for federal foreign tax credits and certain state net operating loss (NOL) carryforwards was needed at December 31, 2024, compared to \$6 million at December 31, 2023. For further information on the Corporation's valuation policy for deferred tax assets, refer to Note 1 of the consolidated financial statements.

[Table of Contents](#)

STRATEGIC LINES OF BUSINESS

The Corporation has strategically aligned its operations into three major business segments: the Commercial Bank, the Retail Bank and Wealth Management. These business segments are differentiated based on the type of customer and the related products and services provided. In addition to the three major business segments, the Finance Division is also reported as a segment. The and Other category includes categories include items not directly associated with the business segments or the Finance segment. The performance of the business segments is not comparable with the Corporation's consolidated results and is not necessarily comparable with similar information for any other financial institution. Additionally, because of the interrelationships of the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities. Note 22 to the consolidated financial statements describes the Corporation's segment reporting methodology as well as the business activities of each business segment and presents financial results of the business segments for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022.

The Corporation's management accounting system assigns balance sheet and income statement items to each segment using certain methodologies, which are regularly reviewed and refined. These methodologies may be modified as the management accounting system is enhanced and changes occur in the Corporation's organizational structure and/or product lines.

Net interest income for each segment reflects the interest income generated by earning assets less interest expense on interest-bearing liabilities plus the net impact from associated internal funds transfer pricing (FTP) funding credits and charges. The FTP methodology allocates credits to each business segment for deposits and other funds provided as well as charges for loans and other assets being funded. FTP crediting rates on deposits and other funds provided reflect the long-term value of deposits and other funding sources based on their implied maturities. Due to the longer-term nature of implied maturities, FTP crediting rates are generally less volatile than changes in interest rates observed in the market. FTP charge rates for funding loans and other assets reflect a matched cost of funds based on the pricing and duration characteristics of the assets. As a result of applying matched funding, interest revenue for each segment resulting from loans and other assets is generally not impacted by changes in interest rates. Therefore, net interest income for each segment primarily reflects the volume of loans and other earning assets at the spread over the matched cost of funds, as well as the volume of deposits at the associated FTP crediting rates. Generally, in periods of rising interest rates, FTP charge rates for funding loans and FTP crediting rates on deposits will increase, with FTP crediting rates for deposits typically repricing at a slower pace than FTP charge rates for funding loans. Conversely, in periods of declining interest rates, FTP charge rates for funding loans and FTP crediting rates on deposits will decrease, with FTP crediting rates for deposits typically repricing at a slower pace than FTP charge rates for funding loans.

The following table presents net income (loss) by business segment.

(dollar amounts in millions)

(dollar amounts in millions)

(dollar amounts in millions)

Years Ended December 31

Other
Other
Total
Total
Total

[Table of Contents](#)

The following sections present a summary of the performance of each of the Corporation's business segments for **2023** **2024** compared to **2022**, **2023**.

Commercial Bank

	Years Ended December 31,	Years Ended December 31,	Percent	Years Ended December 31,	Percent
(dollar amounts in millions)			Change		Change
Earnings summary:					
Earnings summary:					
Earnings summary:					
Net interest income					
Net interest income	\$ 2,051	\$ 1,761	\$ 290	\$ 1,869	\$ 2,051
Provision for credit losses	90	32	58	n/m	
Noninterest income					
Noninterest expenses					
Provision for income taxes					
Net income	Net income	\$ 1,070	\$ 1,116	\$ (46)	(4) %
Net charge-offs	Net charge-offs	\$ 47	\$ 20	\$ 27	n/m
Selected average balances:					
Selected average balances:					
Loans					
Loans					
Loans	\$ 46,435	\$ 43,481	\$ 2,954	\$ 43,584	\$ 46,432
Deposits					
n/m - not meaningful					

Average loans increased \$3.0 billion decreased \$2.8 billion, as decreases in Equity Fund Services, general Middle Market, Mortgage Banker Finance (reflecting a strategic exit) and included increases Corporate Banking were partially offset by an increase in Commercial Real Estate, Estate. Average deposits decreased \$755 million, which included decreases in Technology and Life Sciences, Mortgage Banker Finance (reflecting a strategic exit), Energy and National Dealer Services, Corporate Banking and Environmental Services, partially offset by decreases in Mortgage Banker Finance related to planned exit from this business and Equity Fund Services. Average deposits decreased \$9.6 billion, with declines in all deposit categories reflecting customer diversification efforts following the banking industry disruption in the first quarter of 2023. This decline was primarily driven by decreases in noninterest-bearing and money market deposits, with the largest declines increases in general Middle Market Technology and Life Sciences, Business Banking, Commercial Real Estate, Corporate Banking and National Dealer Services, Banking.

The Commercial Bank's net income increased \$59 million decreased \$46 million to \$1.1 billion. Net interest income increased \$290 million decreased \$182 million due to increased loan income as well as higher FTP crediting rates interest expense on deposits related to the increase in short-term and lower interest rates, partially offset by higher allocated net FTP charges, income on loans. The provision for credit losses increased \$58 million decreased \$43 million to \$90 million \$47 million, reflecting changes in portfolio composition, lower loan growth, balances and an uncertain improved economic outlook and credit migration, outlook. Net credit-related charge-offs were \$20 million increased \$27 million to \$47 million, relatively stable compared to the prior year, with net charge-offs in Corporate Banking, Business Banking and driven by general Middle Market, partially offset by Energy, Technology and Life Sciences partially offset by net recoveries in general Middle Market, and Corporate Banking. Noninterest income decreased \$4 million \$11 million, primarily due to lower capital markets income card and service charges on deposit accounts, commercial lending fees, partially offset by higher securities trading income and commercial lending fees, a \$5 million negotiated vendor payment recorded in the first quarter of 2024. Noninterest expenses increased \$142 million decreased \$57 million, primarily reflecting increases a decrease in FDIC insurance expense (related to special assessment), salaries and benefits expense lower operational losses and outside processing fee expense, litigation-related expenses.

Retail Bank

	Years Ended December 31,		Percent
(dollar amounts in millions)	2023	2022	Change
Earnings summary:			
Net interest income	\$ 846	\$ 680	\$ 166 25 %

Provision for credit losses	3	11	(8)	(76)
Noninterest income	119	122	(3)	(2)
Noninterest expenses	728	690	38	6
Provision for income taxes	58	22	36	n/m
Net income	\$ 176	\$ 79	\$ 97	n/m
Net charge-offs (recoveries)	\$ 1	(\$ 1)	\$ 2	n/m
Selected average balances:				
Loans	\$ 2,236	\$ 2,063	\$ 173	8 %
Deposits	24,363	26,672	(2,309)	(9)

n/m - not meaningful

[Table of Contents](#)

(dollar amounts in millions)	Years Ended December 31,			Percent Change	
	2024	2023	Change		
Earnings summary:					
Net interest income	\$ 813	\$ 846	\$ (33)		(4)%
Provision for credit losses	2	3	(1)		(48)
Noninterest income	112	119	(7)		(5)
Noninterest expenses	707	728	(21)		(3)
Provision for income taxes	48	58	(10)		(17)
Net income	\$ 168	\$ 176	\$ (8)		(4)%
Net charge-offs	\$ 4	\$ 2	\$ 2		58 %
Selected average balances:					
Loans	\$ 2,335	\$ 2,237	\$ 98		4 %
Deposits	24,292	24,363	(71)		—

Average loans increased \$173 million \$98 million while average deposits decreased \$2.3 billion, reflecting decreases in all deposit categories with the exception of time deposits. \$71 million. The Retail Bank's net income increased \$97 million decreased \$8 million to \$176 million \$168 million. Net interest income increased \$166 million decreased \$33 million to \$846 million \$813 million, primarily due to higher interest expense on deposits, partially offset by higher FTP crediting rates on deposits. Noninterest income was relatively stable, while noninterest expenses increased \$38 million decreased \$7 million to \$112 million, primarily due to increases lower card fees. Noninterest expenses decreased \$21 million, primarily due to a decrease in FDIC insurance expense (related to special assessment), partially and an increase in gains on the sale of real estate, offset by decreases an increase in occupancy and consulting expenses.

Wealth Management

(dollar amounts in millions)	Years Ended December 31,			Percent Change	
	2023	2022	Change		
Earnings summary:					
Net interest income	\$ 208	\$ 199	\$ 9		4 %
Provision for credit losses	(6)	9	(15)		n/m
Noninterest income	307	298	9		3
Noninterest expenses	402	348	54		16
Provision for income taxes	29	34	(5)		(12)
Net income	\$ 90	\$ 106	\$ (16)		(17)%
Net charge-offs (recoveries)	\$ 1	(\$ 3)	\$ 4		n/m
Selected average balances:					
Loans	\$ 5,232	\$ 4,906	\$ 326		7 %
Deposits	4,130	5,439	(1,309)		(24)

n/m - not meaningful

(dollar amounts in millions)	Years Ended December 31,			Percent Change	
	2024	2023	Change		
Earnings summary:					

Net interest income	\$	187	\$	208	\$	(21)	(10)%
Provision for credit losses		(2)		(6)		4	(80)
Noninterest income		287		307		(20)	(6)
Noninterest expenses		373		402		(29)	(7)
Provision for income taxes		23		29		(6)	(21)
Net income	\$	80	\$	90	\$	(10)	(11)%
Net charge-offs	\$	1	\$	—	\$	1	(56)%
Selected average balances:							
Loans	\$	5,050	\$	5,232	\$	(182)	(3)%
Deposits		3,894		4,130		(236)	(6)

Average loans remained relatively stable decreased \$182 million while average deposits decreased \$1.3 billion \$236 million, primarily reflecting decreases a decrease in all deposit categories with the exception of time noninterest-bearing deposits. Wealth Management's net income decreased \$16 million \$10 million to \$90 million \$80 million. Net interest income increased \$9 million decreased \$21 million to \$208 million \$187 million, primarily due to higher loan income, interest expense on deposits, partially offset by an increase a decrease in allocated net FTP charges, charges and lower interest income on loans. Noninterest income increased \$9 million decreased \$20 million to \$307 million \$287 million, primarily driven by lower investment fees and insurance commissions, while noninterest expenses increased \$54 million decreased \$29 million, reflecting increases in lower salaries and benefits expense, consulting which reflected the November 2023 change in presentation consistent with contractual terms with a new investment program partner, resulting in a net decrease to commission costs, with the offset recorded in noninterest income. Additionally, lower litigation-related expenses were partially offset by higher operational losses and outside processing fee expense and FDIC insurance expense (related to special assessment) expense.

Finance & Other

	Years Ended December 31,	Years Ended December 31,	Years Ended December 31,	Percent Change	Percent Change
(dollar amounts in millions)					
Earnings summary:					
Earnings summary:					
Earnings summary:					
Net interest expense					
Net interest expense	\$ (591)	\$ (174)	\$ (417)	n/m	\$ (679)
Provision for credit losses					
Noninterest income					
Noninterest expenses	Noninterest expenses	123	(4)	127	n/m
Benefit for income taxes	Benefit for income taxes	(166)	(46)	(120)	n/m
Net loss	Net loss	\$ (501)	\$ (91)	\$ (410)	n/m
				Net loss	\$ (620)
					\$ (501)
					\$ (119)
					24 %
Selected average balances:					
Selected average balances:					
Selected average balances:					
Loans					
Loans		\$ —	\$ 10	\$ (10)	(100 %)
Deposits	Deposits	4,506	786	3,720	n/m

n/m - not meaningful

Average deposits, which primarily consist of centrally-managed brokered time deposits fully insured by the FDIC, increased \$3.7 billion decreased \$1.1 billion. Net loss for the Finance and Other category increased \$410 million \$119 million to \$501 \$620 million. Net interest expense increased \$417 million \$88 million to \$591 \$679 million, reflecting the impact of interest rate swaps (which are centrally managed) as well as increased balances from higher-cost funding sources. Noninterest income increased \$8 million \$14 million to \$49 \$63 million, primarily due to higher investment fees and FHLB stock dividends, partially offset by a decrease an increase in risk management hedging income (BSBY cessation), partially offset by a loss related to securities repositioning and a decrease in FHLB stock dividends. Noninterest expenses increased \$127 million \$55 million, reflecting higher salaries and benefits expense and FDIC insurance expense (special assessment), partially offset by a decrease in gains on the sale of real estate, estate, partially offset by a decrease in non-salary pension expense.

Table of Contents

The following table lists the Corporation's banking centers by geographic market.

December 31	December 31	2023	2022	2021	December 31	2024	2023	2022
Michigan	Michigan	176	177		188	Michigan	159	176
Texas	Texas	116	115		124	Texas	114	116
California	California	92	92		95	California	88	92
Other Markets:								
Arizona					12		16	17
Arizona		16	17					
Florida	Florida	7	8	Florida		7	7	8
Canada	Canada	1	1	Canada		1	1	
Total Other Markets	Total Other Markets	24	26	Total Other Markets		20	24	26
Total	Total	408	410		433	Total	381	408
								410

BALANCE SHEET AND CAPITAL FUNDS ANALYSIS

Earning Assets

Period-End Loans

(in millions)

(in millions)

(in millions)

December 31

December 31

December 31

Commercial loans

Commercial loans

Commercial loans

Real estate construction loans

Real estate construction loans

Real estate construction loans

Commercial mortgage loans

Commercial mortgage loans

Commercial mortgage loans

Lease financing

Lease financing

Lease financing

International loans

International loans

International loans

Residential mortgage loans

Residential mortgage loans

Residential mortgage loans

Consumer loans:

Consumer loans:

Consumer loans:

Home equity

Home equity

Home equity

Other consumer

Other consumer

Other consumer

Total consumer loans

Total consumer loans
Total consumer loans
Total loans
Total loans
Total loans

On a period-end basis, total loans decreased **\$1.3 billion** \$1.6 billion to **\$52.1 billion** \$50.5 billion at **December 31, 2023** December 31, 2024, compared to **\$53.4 billion** \$52.1 billion at **December 31, 2022** December 31, 2023. The \$1.4 billion decrease in real estate construction loans was primarily in the Commercial Real Estate line of business and reflected expected paydowns from a higher pace of refinancing or sale of projects.

Average Loans

(in millions)	(in millions)		(in millions)	Percent Change	Percent Change
Years Ended					
December 31					
Average Loans By Loan Type:					
Average Loans By Loan Type:					
Average Loans By Loan Type:					
Commercial loans					
Commercial loans					
Commercial loans	\$30,009	\$29,846	\$163	1.1%	\$26,278
Real estate construction loans					
Commercial mortgage loans					
Commercial mortgage loans					
Commercial mortgage loans	\$30,009	\$30,009	\$3,731	(12)	(12)%
Commercial mortgage loans					
Lease financing					
International loans					
Residential mortgage loans					
Consumer loans:					
Home equity					
Home equity					
Home equity					
Other consumer					
Total consumer loans					
Total loans	\$53,903	\$50,460	\$3,443	7.7%	Total loans \$50,979
Total loans					
Total loans	\$53,903	\$53,903	\$2,924	(5)	(5)%
Total loans					

Table of Contents

(in millions)	2024	2023	Change	Percent Change
Years Ended December 31				
Average Loans By Business Line:				
Average Loans By Business Line:				
General Middle Market	\$11,503	\$12,568	\$1,065	(8)%
National Dealer Services	5,623	5,775	(152)	(3)
Environmental Services	2,519	2,366	153	6
Equity Fund Services	1,753	3,001	(1,248)	(42)
Energy	1,402	1,480	(78)	(5)

Entertainment	1,144	1,153	(9)	(1)
Technology and Life Sciences	716	865	(149)	(17)
Total Middle Market	24,660	27,208	(2,548)	(9)
Commercial Real Estate	10,329	9,085	1,244	14
Corporate Banking	5,438	6,044	(606)	(10)
Business Banking	3,140	3,150	(10)	—
Mortgage Banker Finance	17	945	(928)	(98)
Total Commercial Bank	43,584	46,432	(2,848)	(6)
Total Retail Bank	2,335	2,237	98	4
Total Wealth Management	5,050	5,232	(182)	(3)
Total Finance and Other	10	2	8	n/m
Total loans	\$ 50,979	\$ 53,903	\$ (2,924)	(5)%

(in millions)

Years Ended December 31	2023	2022	Change	Percent Change
Average Loans By Business Line:				
General Middle Market	\$ 12,568	\$ 12,686	\$ (118)	(1)%
National Dealer Services	5,775	4,633	1,142	25
Equity Fund Services	3,001	3,345	(344)	(10)
Environmental Services	2,366	2,119	247	12
Energy	1,480	1,387	93	7
Entertainment	1,153	1,141	12	1
Technology and Life Sciences	865	909	(44)	(5)
Total Middle Market	27,208	26,220	988	4
Commercial Real Estate	9,085	6,898	2,187	32
Corporate Banking	6,044	5,528	516	9
Business Banking	3,150	3,256	(106)	(3)
Mortgage Banker Finance	945	1,579	(634)	(40)
Total Commercial Bank	46,432	43,481	2,951	7
Total Retail Bank	2,237	2,063	174	8
Total Wealth Management	5,232	4,906	326	7
Total Finance and Other	2	10	(8)	(92)
Total loans	\$ 53,903	\$ 50,460	\$ 3,443	7 %

n/m - not meaningful

Average total loans increased \$3.4 billion decreased \$2.9 billion to \$53.9 billion \$51.0 billion in 2023, 2024, compared to \$50.5 \$53.9 billion in 2022, 2023. Middle Market business lines, which included generally serve customers with annual revenue between \$30 million and \$500 million, decreased by \$2.5 billion, including a \$2.2 \$1.2 billion decrease in Equity Fund Services and a \$1.1 billion decrease in general Middle Market. Mortgage Banker Finance, which provided short-term, revolving lines of credit to mortgage banking companies, decreased by \$928 million, reflecting the Corporation's strategic exit from this line of business. Corporate Banking, which generally serves customers with revenue over \$500 million, declined \$606 million. These decreases were partially offset by a \$1.2 billion increase in Commercial Real Estate, which generally serves real estate developers and investors. National Dealer Services, which provides floor plan inventory financing and commercial mortgages to auto dealerships, increased by \$1.1 billion, while Corporate Banking, which serves companies with revenues generally over \$500 million, increased by \$516 million. These increases were partially offset by a \$634 million decline in Mortgage Banker Finance due to the mostly completed planned exit from this line of business.

Investment Securities

(in millions)

(in millions)

(in millions)

December 31

December 31

December 31

U.S. Treasury securities

U.S. Treasury securities

U.S. Treasury securities

Residential mortgage-backed securities (a)

Residential mortgage-backed securities (a)

Residential mortgage-backed securities (a)													
Commercial mortgage-backed securities (a)													
Commercial mortgage-backed securities (a)													
Commercial mortgage-backed securities (a)													
Total investment securities													
Total investment securities													
Total investment securities													

(a) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

n/m - not meaningful

On a period-end basis, investment securities were \$16.9 billion \$15.0 billion at December 31, 2023 December 31, 2024, a decrease of \$2.1 \$1.8 billion from \$19.0 billion \$16.9 billion at December 31, 2022 December 31, 2023, due to paydowns of mortgage-backed securities, maturities of Treasury securities and paydowns of mortgage-backed securities, partially offset by an improvement increase in unrealized losses, from \$3.0 billion at December 31, 2022 to \$2.7 billion at December 31, 2023 to \$2.9 billion at December 31, 2024. At December 31, 2023 December 31, 2024, the effective duration of the Corporation's securities portfolio was approximately 5.5 5.8 years. On an average basis, investment securities decreased \$1.6 billion to \$15.8 billion in 2024, compared to \$17.4 billion in 2023, compared to \$19.0 billion in 2022, primarily due to unrealized losses reflecting paydowns of mortgage-backed securities and maturities of Treasury securities, securities, partially offset by a decline in average unrealized losses.

	(weighted average yield) (a)				(weighted average yield) (a)				(weighted average yield) (a)			
	U.S. Treasury securities	Residential mortgage-backed securities (b)	Commercial mortgage-backed securities (b)	Total investment securities	U.S. Treasury securities	Residential mortgage-backed securities (b)	Commercial mortgage-backed securities (b)	Total investment securities	U.S. Treasury securities	Residential mortgage-backed securities (b)	Commercial mortgage-backed securities (b)	Total investment securities
December 31, 2023												
December 31, 2024												
Maturity (c)	U.S. Treasury securities	Residential mortgage-backed securities (b)	Commercial mortgage-backed securities (b)	Total investment securities								
Within 1 year												
Within 1 year												
Within 1 year	0.23 %	3.76 %	— %	0.25 %	3.87 %	2.60 %	— %	3.85 %	4.18 %	1.95 %	2.96 %	2.41 %
1-5 Years												
5-10 Years												
After 10 Years												
Total	Total	0.26 %	1.96 %	2.96 %	Total	4.18 %	1.95 %	2.96 %	Total	4.18 %	1.95 %	2.41 %
Weighted Average Maturity (years)												

(a) Weighted average yields are calculated on the basis of yield to maturity based on the carrying value of each debt security, aggregated by type and agency.

(b) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

(c) Based on final contractual maturity.

Table of Contents

Interest-Bearing Deposits with Banks and Other Short-Term Investments

Interest-bearing deposits with banks, which are mostly used to manage liquidity requirements of the Corporation, primarily include deposits with the Federal Reserve Bank (FRB) and also include deposits with banks in developed countries or international banking facilities of foreign banks located in the United States. On a period-end basis, interest-bearing deposits with banks increased \$3.5 billion decreased \$2.1 billion to \$8.1 billion \$6.0 billion at December 31, 2023 December 31, 2024. On an average basis, interest-bearing deposits with banks decreased \$1.8 billion \$1.5 billion to \$7.5 billion \$6.0 billion in 2023, 2024.

Other short-term investments include federal funds sold, trading securities, money market investments and loans held-for-sale. Substantially all trading securities are deferred compensation plan assets. Loans held-for-sale include variable-rate demand notes for which the Corporation has purchased the underlying bonds as well as residential mortgage loans originated with management's intention to sell and, from time to time, other loans that are transferred to held-for-sale. On a period-end basis, other short-term investments increased \$242 million decreased \$24 million to \$399 million \$375 million at December 31, 2023 December 31, 2024, which was driven by the above-referenced declines in deferred compensation plan assets and variable-rate demand notes. On an average basis, other short-term investments increased \$165 million \$37 million to \$339 million \$376 million in 2023, 2024.

Deposits and Borrowed Funds

Period-End Deposits and Borrowed Funds

(in millions)	2023	2022	Change	Percent Change
Years Ended December 31				

Noninterest-bearing deposits	\$ 27,849	\$ 39,945	\$ (12,096)	(30)%
Money market and interest-bearing checking deposits	\$ 28,246	\$ 26,290	\$ 1,956	7
Savings deposits	\$ 2,381	\$ 3,225	\$ (844)	(26)
Customer certificates of deposit	\$ 3,723	\$ 1,762	\$ 1,961	n/m
Other time deposits	\$ 4,550	\$ 124	\$ 4,426	n/m
Foreign office time deposits	\$ 13	\$ 51	\$ (38)	(75)
Total deposits	\$ 66,762	\$ 71,397	\$ (4,635)	(6)%
Short-term borrowings	\$ 3,565	\$ 3,211	\$ 354	11 %
Medium- and long-term debt	\$ 6,206	\$ 3,024	\$ 3,182	n/m
Total borrowed funds	\$ 9,771	\$ 6,235	\$ 3,536	57 %

(in millions)				Percent
Years Ended December 31	2024	2023	Change	Change
Noninterest-bearing deposits	\$ 24,425	\$ 27,849	\$ (3,424)	(12)%
Money market and interest-bearing checking deposits	\$ 32,714	\$ 28,246	\$ 4,468	16
Savings deposits	\$ 2,138	\$ 2,381	\$ (243)	(10)
Customer certificates of deposit	\$ 3,450	\$ 3,723	\$ (273)	(7)
Other time deposits	\$ 1,052	\$ 4,550	\$ (3,498)	(77)
Foreign office time deposits	\$ 32	\$ 13	\$ 19	n/m
Total deposits	\$ 63,811	\$ 66,762	\$ (2,951)	(4)%
Short-term borrowings	\$ —	\$ 3,565	\$ (3,565)	n/m
Medium- and long-term debt	\$ 6,673	\$ 6,206	\$ 467	8
Total borrowed funds	\$ 6,673	\$ 9,771	\$ (3,098)	(32)%

n/m - not meaningful

On a period-end basis, total deposits decreased \$4.6 billion \$3.0 billion to \$63.8 billion at December 31, 2024, compared to \$66.8 billion at December 31, 2023, compared to \$71.4 billion at December 31, 2022, reflecting a decrease of \$12.1 billion \$3.4 billion in noninterest-bearing deposits, partially offset by a \$7.5 billion \$473 million increase in interest-bearing deposits.

Uninsured deposits are defined as the portion of deposit accounts in U.S. offices that exceed the FDIC insurance limit and amounts in any other uninsured investment or deposit account that are classified as deposits and are not subject to any federal or state deposit insurance regimes. Total uninsured deposits were \$33.4 billion and \$31.5 billion at December 31, 2024 and \$45.5 billion at December 31, 2023 and 2022, 2023, respectively, as calculated per regulatory guidance. The portion of domestic time deposits in excess of insurance limits was \$953 million and \$797 million at December 31, 2024 and \$370 million at December 31, 2023 and 2022, 2023, respectively. Time deposits otherwise uninsured, which consist of foreign office time deposits and all that mature in three months or less, totaled \$13 million \$32 million at December 31, 2023 December 31, 2024, compared to \$51 million \$13 million at December 31, 2022 December 31, 2023.

On a period-end basis, the Corporation had no short-term borrowings totaled \$3.6 billion at December 31, 2023 December 31, 2024, compared to \$3.2 billion \$3.6 billion of short-term borrowings at December 31, 2022, and included federal funds purchased and short-term Federal Home Loan Bank (FHLB) advances. December 31, 2023. On a period-end basis, total medium- and long-term debt totaled \$6.2 billion \$6.7 billion at December 31, 2023 December 31, 2024, an increase of \$3.2 billion \$467 million from \$3.0 billion \$6.2 billion at December 31, 2022 December 31, 2023. The Corporation uses medium- and long-term debt, which includes medium- and long-term senior notes, subordinated notes and FHLB advances, to provide funding for earning assets, liquidity and regulatory capital.

Table of Contents

Average Deposits and Borrowed Funds

(in millions)	(in millions)	(in millions)	Percent
Years Ended			Change
December 31			
Noninterest-bearing deposits			
Noninterest-bearing deposits			
Noninterest-bearing deposits	\$ 30,882	\$ 42,018	\$ (11,136)
	\$	\$	\$
	(27)	(27)%	\$ 25,082
	\$	\$	\$
			30,882
			\$ (5,800)

Money
market and
interest-
bearing
checking
deposits

**Savings
deposits**

Customer
certificates of
deposit

Other deposits	time deposits	3,577	16	16	3,561	3,561	n/m	n/m	n/m
----------------	---------------	-------	----	----	-------	-------	-----	-----	-----

Foreign
office time
deposits

Total deposits	Total deposits	\$66,018	\$	\$75,481	\$	\$ (9,463)	(13)	(13)%	Total deposits	\$ 63,901	\$	\$66,018	\$	\$ (9,463)	
Short-term borrowings	Short-term borrowings	\$ 7,218	\$	\$ 436	\$	\$ 6,782	n/m	n/m							
Medium- and long-term debt	Medium- and long-term debt	5,847	2,818	2,818	3,029	3,029	n/m	n/m	n/m						
Total borrowed funds	Total borrowed funds	\$13,065	\$	\$ 3,254	\$	\$ 9,811	n/m	n/m	Total borrowed funds	\$ 7,719	\$	\$ 13,065	\$	\$ (9,463)	

n/m - not meaningful

(in millions)

Years Ended December 31,	2023	2022	Change	Percent Change
Average Deposits By Business Line:				
General Middle Market	\$ 16,962	\$ 20,409	\$ (3,447)	(17)%
Technology and Life Sciences	3,607	6,483	\$ (2,876)	(44)
National Dealer Services	1,022	1,526	\$ (504)	(33)
Equity Fund Services	976	1,175	\$ (199)	(17)
Energy	574	1,000	\$ (426)	(43)
Environmental Services	361	344	17	5
Entertainment	268	267	1	—
Total Middle Market	23,770	31,204	\$ (7,434)	(24)
Corporate Banking	3,788	4,381	\$ (593)	(14)
Business Banking	3,569	4,289	\$ (720)	(17)
Commercial Real Estate	1,582	2,175	\$ (593)	(27)
Mortgage Banker Finance	310	535	\$ (225)	(42)
Total Commercial Bank	33,019	42,584	\$ (9,565)	(22)
Total Retail Bank	24,363	26,672	\$ (2,309)	(9)
Total Wealth Management	4,130	5,439	\$ (1,309)	(24)
Total Finance and Other	4,506	786	3,720	n/m
Total deposits	\$ 66,018	\$ 75,481	\$ (9,463)	(13)%

n/m - not meaningful

(in millions)

Years Ended December 31,	2024	2023	Change	Percent Change
Average Deposits By Business Line:				
General Middle Market	\$ 17,259	\$ 16,962	\$ 297	2 %
Technology and Life Sciences	3,001	3,607	\$ (606)	(17)
Equity Fund Services	904	976	\$ (72)	(7)

National Dealer Services	864	1,022	(158)	(15)
Environmental Services	381	361	20	5
Energy	364	574	(210)	(37)
Entertainment	345	268	77	29
Total Middle Market	23,118	23,770	(652)	(3)
Corporate Banking	4,067	3,788	279	7
Business Banking	3,511	3,569	(58)	(2)
Commercial Real Estate	1,550	1,582	(32)	(2)
Mortgage Banker Finance	18	310	(292)	(94)
Total Commercial Bank	32,264	33,019	(755)	(2)
Total Retail Bank	24,292	24,363	(71)	—
Total Wealth Management	3,894	4,130	(236)	(6)
Total Finance and Other	3,451	4,506	(1,055)	(23)
Total deposits	\$ 63,901	\$ 66,018	\$ (2,117)	(3)%

Average deposits decreased \$9.5 billion \$2.1 billion to \$63.9 billion in 2024, compared to \$66.0 billion in 2023, compared to \$75.5 billion in 2022, reflecting an \$11.1 billion a \$5.8 billion decrease in noninterest-bearing deposits, partially offset by a \$1.7 billion \$3.7 billion increase in interest-bearing deposits. The decline in noninterest-bearing deposits mostly reflected customer diversification efforts following the banking industry disruption in the first quarter of 2023 as well as responsiveness to a shift in deposit mix from noninterest-bearing to interest-bearing due to the current higher interest rate environment, while the increase in interest-bearing deposits was primarily due to increases in brokered time money market and interest-bearing checking deposits and customer certificates of deposit, deposit, partially offset by a decline in brokered time deposits.

Average short-term borrowings increased decreased by \$6.8 \$6.4 billion to \$7.2 billion \$837 million in 2024, compared to \$7.2 billion in 2023, compared to \$436 million driven by a decline in 2022, while average short-term FHLB advances. Average medium- and long-term debt increased \$3.0 billion \$1.0 billion to \$6.9 billion in 2024, compared to \$5.8 billion in 2023, compared to \$2.8 billion in 2022, primarily driven by an increase in longer-term FHLB advances and the issuance of \$1.0 billion in senior notes in January 2024, partially offset by \$850 million a \$500 million senior note maturity in senior notes that matured in the third quarter of 2023, July 2024. Further information on medium- and long-term debt is provided in Note 12 to the consolidated financial statements.

[Table of Contents](#)

Capital

Total shareholders' equity increased \$1.2 billion \$137 million to \$6.5 billion at December 31, 2024, compared to \$6.4 billion at December 31, 2023, compared to \$5.2 billion at December 31, 2022. The following table presents a summary of changes in total shareholders' equity in 2023, 2024.

(in millions)

Balance at January 1, 2023	\$ 5,181	6,406
Cumulative effect of change in accounting principle (a)		(4)
Net income	\$ 881	698
Cash dividends declared on common stock		(375) (376)
Cash dividends declared on preferred stock		(23)
Purchase of common stock		(100)
Other comprehensive (loss) income, net of tax:		
Investment securities	\$ 276	(154)
Cash flow hedges		337 9
Defined benefit and other postretirement plans		81 32
Total other comprehensive income, loss, net of tax		694 (113)
Net issuance of common stock under employee stock plans		(4) 1
Share-based compensation		52 54
Balance at December 31, 2023	\$ 6,406	6,543

(a) Effective January 1, 2024, the Corporation adopted ASU 2023-02, which expanded the permitted use of the proportional amortization method to certain tax credit investments.

The following table summarizes the Corporation's repurchase activity for the year ended December 31, 2023 December 31, 2024.

(shares in thousands)	Total Number of Shares Purchased as Part of Publicly Announced Repurchase Plans or Programs	Remaining Share Repurchase Authorization (a)	Total Number of Shares Purchased (b)	Average Price Paid Per Share	
First Quarter 2023	—	4,997	31	\$ 72.78	

Second Quarter 2023	—	4,997	3	42.36
Third Quarter 2023	—	4,997	3	43.37
Fourth Quarter 2023	—	4,997	3	40.60
Total 2023	—	4,997	40	65.89

(shares in thousands)	Total Number of Shares Purchased as Part of Publicly Announced Repurchase Plans or Programs	Remaining Share Repurchase Authorization (a)	Total Number of Shares Purchased (b)	Average Price Paid Per Share
First Quarter 2024	—	4,997	19	\$ 50.95
Second Quarter 2024	—	4,997	2	54.32
Third Quarter 2024	—	4,997	2	51.21
Fourth Quarter 2024	1,499	13,498	1,502	63.49
Total 2024	1,499	13,498	1,525	63.30

(a) Maximum number of shares that may be repurchased under the publicly announced plans or programs.

(b) **Includes** Consists of approximately 40,000 26,000 shares purchased related to deferred compensation plans during the year ended December 31, 2023 December 31, 2024 and is not considered part of the Corporation's repurchase program.

In October 2024, the Corporation resumed repurchasing its common shares under its previously established share repurchase plan by entering an accelerated share repurchase agreement to repurchase \$100 million of its common stock, which was completed in the fourth quarter of 2024. In January 2025, the Corporation announced that it intended to repurchase \$50 million of common stock during the first quarter of 2025, and on February 3, 2025, the Corporation entered into an Accelerated Share Repurchase transaction (ASR) to repurchase \$50 million of common stock. Under the terms of the ASR agreement, the Corporation received an initial delivery of common shares representing approximately 80% of the expected total to be repurchased. Subject to certain adjustments pursuant to the ASR agreement, the final number of shares repurchased and delivered under the ASR agreement will be based on the volume weighted average share price of Comerica's common stock during the term of the transaction, which is expected to be completed in the first quarter of 2025.

Since the inception of the Corporation's share repurchase program in 2010, a total of 97.2 million 107.2 million shares have been authorized for repurchase. There is no expiration date for the share repurchase program. Management is not currently engaged in repurchasing shares program, which may be effectuated through open market repurchases, privately negotiated transactions, structured repurchase agreements with third parties and/or otherwise, including utilizing Rule 10b5-1 plans. The timing and will continue actual amount of additional share repurchases are subject to monitor various factors, including the Corporation's earnings generation, capital needs to fund future loan growth regulatory changes and market conditions, before resuming the share repurchase program. conditions.

The Corporation continues to target has a Common Equity Tier 1 (CET1) long-term CET1 capital ratio target of approximately 10 percent with active capital management deployment. At December 31, 2023 December 31, 2024, the Corporation's CET1 capital ratio was 11.09 11.89 percent, a an increase of 109.80 basis points compared to December 31, 2022 December 31, 2023.

The Corporation is subject to the capital adequacy standards under the Basel III regulatory framework (Basel III). This regulatory framework establishes comprehensive methodologies for calculating regulatory capital and risk-weighted assets (RWA). Basel III also requires compliance with set minimum capital ratios as well as compliance with overall capital adequacy standards.

Under Basel III, regulatory capital comprises CET1 capital, additional Tier 1 capital and Tier 2 capital. CET1 capital predominantly includes common shareholders' equity, less certain deductions for goodwill, intangible assets and deferred tax assets that arise from net operating losses and tax credit carry-forwards. Additionally, the Corporation has elected to permanently exclude capital in accumulated other comprehensive income (AOCI) related to debt classified as available-for-sale as well as for and cash flow hedges and defined benefit postretirement plans from CET1, an option available to standardized approach entities under Basel III. Tier 1 capital incrementally includes noncumulative perpetual preferred stock. Tier 2 capital includes Tier 1 capital as well as subordinated debt qualifying as Tier 2 and qualifying allowance for credit losses.

Table of Contents

The Corporation computes RWA using the standardized approach. Under the standardized approach, RWA is generally based on supervisory risk-weightings which vary by counterparty type and asset class. Under the Basel III standardized approach, capital is required for credit risk RWA, to cover the risk of unexpected losses due to failure of a customer or counterparty to meet its financial obligations in accordance with contractual terms; and if terms. If trading assets and liabilities exceed certain thresholds, capital is also required for market risk RWA to cover the risk of losses due to adverse market movements or from position-specific factors.

The following table presents the minimum ratios required required under Basel III.

Common equity tier 1 capital to risk-weighted assets	4.5 %
Tier 1 capital to risk-weighted assets	6.0
Total capital to risk-weighted assets	8.0
Capital conservation buffer (a)	2.5
Tier 1 capital to adjusted average assets (leverage ratio)	4.0

(a) In addition to the minimum risk-based capital requirements, the Corporation is required to maintain a minimum capital conservation buffer, in the form of common equity tier 1 capital, in order to avoid restrictions on capital distributions and discretionary bonuses.

The Corporation's capital ratios exceeded minimum regulatory requirements for the periods presented as follows:

(dollar amounts in millions)	December 31, 2023		December 31, 2022		(dollar amounts in millions)	December 31, 2024		December 31, 2023		(dollar amounts in millions)	Capital/Assets		Ratio
	Capital/Assets		Ratio	Capital/Assets		Ratio	Capital/Assets		Ratio	Capital/Assets		Ratio	
	\$	%		\$	%		\$	%		\$	%		
Common shareholders' equity	\$ 6,149	7.75	%	\$ 6,012	7.00	%							
Tangible common equity (a)													
Common equity tier 1 (a)	\$ 8,414	11.09	%	\$ 7,884	10.00	%	\$ 10.00	%					
Tier 1 risk-based (a)													
Total risk-based													
Leverage													
Common shareholders' equity													
Tangible common equity (a)													
Risk-weighted assets													

(a) See *Supplemental Financial Data* section for reconciliations of non-GAAP financial measures and regulatory ratios.

At December 31, 2023 December 31, 2024, the Corporation and its U.S. banking subsidiaries exceeded the capital ratios required for an institution to be considered "well capitalized" by the standards developed under the Federal Deposit Insurance Corporation Improvement Act of 1991. Refer to Note 20 to the consolidated financial statements for further discussion of regulatory capital requirements, capital ratio calculations and restrictions on the ability of the Corporation's banking subsidiaries to transfer assets to the Corporation.

The common shareholders' equity ratio increased 140 basis points to 7.00 percent at December 31, 2023, primarily due to lower unrealized losses on investment securities available-for-sale and the Corporation's cash flow hedge portfolio. The unrealized losses in the Corporation's available-for-sale investment security portfolio, which are due to market valuations since the time of initial acquisition, are not expected to be realized. The tangible common equity ratio, which excludes goodwill and other intangible assets, increased 141 basis points to 6.30 percent for the same reasons discussed above. Common shareholders' equity included \$3.0 billion \$3.2 billion in accumulated other comprehensive losses, with approximately \$2.3 billion \$2.4 billion of those such losses relating to balances recorded in total assets, comprised of valuation adjustments to available-for-sale securities and pension assets, as well as related deferred tax assets. These amounts impacted the common shareholders' equity ratio by 328 365 basis points; the impact on the tangible common equity ratio using the same calculation method was 332 370 basis points. Average common shareholders' equity and return on average common shareholders' equity for the year ended December 31, 2024 was \$6.0 billion and 11.23%, respectively, compared to \$5.2 billion and 16.50%, respectively, for the year ended December 31, 2023.

Total shareholders' equity included \$394 million of fixed-rate reset non-cumulative perpetual preferred stock at both December 31, 2024 and December 31, 2023, which was issued in May 2020. The dividend rate is scheduled to reset on any outstanding shares of preferred stock in October 2025. See Note 13 to the consolidated financial statements for further information about the terms of preferred stock.

Basel III Endgame Framework

On July 27, 2023, the federal banking agencies issued a notice of proposed rulemaking, commonly referred to as Basel III Endgame (the Capital Proposal) that would significantly increase the capital requirements applicable to large banking organizations with total assets of \$100 billion or more. The Capital Proposal would align the regulatory capital calculation and the calculation of risk-weighted assets across large banking organizations subject to the Capital Proposal and require Category III and IV banking organizations to include most components of AOCI, including net unrealized gains and losses on available-for-sale securities, in their regulatory capital ratios. The Capital Proposal is was subject to a public comment period, which ended on January 16, 2024, and, if adopted as proposed, the Capital Proposal would include a three-year transition period beginning July 1, 2025. As of December 31, 2023 December 31, 2024, the Corporation had total assets of \$85.8 billion \$79.3 billion. While the Capital Proposal would not apply to the Corporation as it is currently proposed, if the Corporation becomes subject to the requirements of the Capital Proposal in the future or becomes subject to any other new laws or regulations related to capital and liquidity, such requirements could limit the Corporation's ability to pay dividends or make share repurchases or require Comerica the Corporation to reduce business levels or to raise capital, which would have a material adverse effect on the Corporation's financial condition and results of operations. If subject to the Capital Proposal, the estimated impact related to proposed inclusion of most components of AOCI would be an approximate 300 345 basis point decrease to common equity tier-1 capital based on December 31, 2023 financials, as of December 31, 2024.

Table of Contents

RISK MANAGEMENT

The Corporation assumes various types of risk as a result of conducting business in the normal course. The Corporation's enterprise risk management framework provides a process for identifying, measuring, controlling and managing these risks. This framework incorporates a risk assessment process, a collection of risk committees that manage the Corporation's major risk elements and a risk appetite statement that outlines the levels and types of risks the Corporation accepts. The Corporation continuously enhances its enterprise risk framework with additional processes, tools and systems designed to not only provide management with deeper insight into the various existing and emerging risks in accordance with its appetite for risk, but also to improve the Corporation's ability to control those such risks and ensure that appropriate consideration is received for the risks taken.

The Corporation's front line employees, the first line of defense, are responsible for the day-to-day management and ownership of risks, including the identification, assessment, measurement and control of risks encountered as a part of the normal course of business. Each of the major risk categories are further monitored and measured by specialized risk managers in the second line of defense within the Enterprise Risk Division, who provide oversight as well as independent and effective challenge and guidance for the risk management activities of the organization. The Enterprise Risk Division, led by the Chief Risk Officer, is responsible for designing and managing the Corporation's

enterprise risk management framework and ensures effective risk management oversight. Risk management committees serve as a point of review and escalation for those risks which that may have risk interdependencies or where risk levels may be nearing the limits outlined in the Corporation's risk appetite statement. These committees comprise senior and executive management that represent views from both the lines of business and risk management. Internal Audit, the third line of defense, monitors and assesses the overall effectiveness of the risk management framework on an ongoing basis and provides an independent, objective assessment of the Corporation's ability to manage and control risk to management and the Audit Committee of the Board.

The Enterprise Risk and Return Committee, chaired by the Chief Risk Officer, is was established by the Enterprise Risk Committee of the Board and is responsible for governance over overseeing the risk management framework, providing oversight in managing the Corporation's aggregate risk position and reporting on the comprehensive portfolio of risks as well as the potential impact these risks can have on the Corporation's risk profile and resulting capital level. Capital provides the primary buffer for risk and also serves as a measuring tool when evaluating risk. The Enterprise Risk and Return Committee is principally composed of senior officers and executives representing the different risk areas and business units who are appointed by the Chairman and Chief Executive Officer of the Corporation.

The Board's Enterprise Risk Committee meets quarterly and is chartered to assist the Board in promoting the best interests of the Corporation by overseeing policies and risk practices relating to enterprise-wide risk and ensuring compliance with bank regulatory obligations. Members of the Enterprise Risk Committee are selected such that the committee comprises individuals whose experiences and qualifications can lead to broad and informed views on risk matters risks facing the Corporation and the financial services industry industry in general. These include, but are not limited to, existing and emerging risk matters related to credit, market, liquidity, operational, technology, compliance and strategic conditions. A comprehensive risk report is submitted to the Enterprise Risk Committee each quarter providing management's view of the Corporation's aggregate risk position.

Further A discussion and analyses analysis of each major risk area are included in the following sub-sections of the Risk Management section in this financial review, main categories of risk the Corporation faces is set forth below.

Credit Risk

Credit risk represents the risk of loss due to failure of a customer or counterparty to meet its financial obligations in accordance with contractual terms. Credit risk is found in all activities where success depends on counterparty, issuer or borrower performance. It arises any time funds are extended, committed, invested or otherwise exposed, whether reflected on or off the balance sheet. The governance structure is administered through the Strategic Credit Committee. The Strategic Credit Committee is chaired by the Chief Credit Officer and approves recommendations to address credit risk matters through credit policy, credit risk management practices and required credit risk actions. The Strategic Credit Committee also ensures a comprehensive reporting of credit risk levels and trends, including exception levels, along with identification and mitigation of emerging risks. In order to facilitate the corporate credit risk management process, various other corporate functions provide the resources for the Strategic Credit Committee to carry out its responsibilities. The Corporation manages credit risk through underwriting and periodically reviewing and approving its credit exposures in accordance with established credit policies and guidelines. Additionally, the Corporation manages credit risk through loan portfolio diversification, limiting exposure to any single industry, customer or guarantor, and selling participations and/or syndicating credit exposures above those levels it deems prudent to third parties.

The Credit Division manages credit policy and provides the resources to manage the line of business transactional credit risk, assuring that all exposure is risk rated according to the requirements of the Corporation's credit risk rating policy and providing

Table of Contents

business segment reporting support as necessary. The Enterprise Risk Division provides a credible and well-documented challenge of overall portfolio credit risk, and other credit-related attributes of the Corporation's loan portfolios, with a particular emphasis on all attendant modeled results. The Corporation's Asset Quality Review function, a division of Internal Audit, audits the accuracy of internal risk ratings that are assigned by the lending and credit groups. The Special Assets Group is responsible for managing the recovery process on distressed or defaulted loans and loan sales.

Credit Analytics and Strategy, within the Credit Division, provides comprehensive reporting on portfolio credit risk levels and trends, continuous assessment and verification of risk rating models, quarterly calculation of the allowance for loan losses and the allowance for credit losses on lending-related commitments and calculations of both expected and unexpected loss.

Allowance for Credit Losses

The allowance for credit losses includes both the allowance for loan losses and the allowance for credit losses on lending-related commitments. The allowance for credit losses increased by \$67 million from \$661 million at December 31, 2022 to \$728 million at December 31, 2023, reflecting an uncertain economic outlook and credit migration, as well as changes in portfolio composition.

The following table presents metrics of the allowance for credit losses and nonperforming loans.

December 31,	December 31,	2023	2022	December 31,	2024	2023
Allowance for credit losses as a percentage of total loans	Allowance for credit losses as a percentage of total loans	1.40 %	1.24 %	Allowance for credit losses as a percentage of total loans	1.44 %	1.40 %
Allowance for credit losses as a multiple of total nonaccrual loans						
Allowance for credit losses as a multiple of total nonaccrual loans						
Allowance for credit losses as a multiple of total nonaccrual loans		4.1x	2.8x	Allowance for credit losses as a multiple of total nonaccrual loans	2.4x	4.1x
Allowance for credit losses as a multiple of total nonperforming loans	Allowance for credit losses as a multiple of total nonperforming loans	4.1x	2.7x	Allowance for credit losses as a multiple of total nonperforming loans	2.4x	4.1x

Higher criticized and nonperforming loans, partially offset by improved economic forecasts and reduced levels of uncertainty incorporated into the estimate, contributed to an overall higher allowance for credit losses to total loans ratio as of December 31, 2024 compared to December 31, 2023. A decrease in loan balances in combination with the factors above resulted in the allowance for credit losses remaining relatively stable at \$725 million at December 31, 2024, compared to \$728 million as of December 31, 2023.

Key credit metrics remained below historical levels at December 31, 2024, with some normalization in trends in 2024 leading to higher criticized loans and nonperforming assets than in 2023. Criticized loan balances increased 5% at December 31, 2024 from December 31, 2023, while nonperforming assets increased to \$308 million from \$178 million over the same period. Net charge-offs as a percentage of average loans remained low for 2024 at 10 basis points. These portfolio trends were impacted by persistent inflation and elevated interest rates that continued to pressure customer profitability and debt service ratios.

In isolation, slight improvements in economic forecasts contributed to a partial reduction to the allowance for credit losses to total loans ratio as of December 31, 2024, compared to December 31, 2023. At December 31, 2024, forecasts reflected a more stabilized economic outlook compared to the December 31, 2023 forecasts, with less volatility over the reasonable and supportable period and a return to normalized levels for key economic variables. Specifically, the two-year forecast at December 31, 2024 reflected improved Gross Domestic Product (GDP) growth, relatively flat unemployment trends, more normalized oil prices and bond spreads indicative of lower credit risk in the market.

The allowance for credit losses incorporates risks not captured in the underlying model, primarily forecast risk. In management's view, forecast risk at December 31, 2024 was lower than at December 31, 2023 due to a tightening of the economic scenarios, signaling an overall decrease in uncertainty. Uncertainties considered by management at December 31, 2024 focused on portfolios with incremental monitoring, such as leveraged, senior housing and automotive production loans.

The economic forecasts informing the current expected credit loss (CECL) model continue to reflect the cumulative lagged effects of the Federal Reserve Bank's FRB's tight monetary policy between 2022 and 2024 that are weighing on the real economy, as well as several years of elevated inflation that have largely depleted the excess savings that households accumulated during the pandemic. Energy prices are projected to level off amid crosswinds from the Russia-Ukraine conflict, and Middle East conflicts, rising U.S. crude production and weak demand from China and other major foreign economies. Residential and real estate prices are generally stronger than commercial real estate property prices, which face continued headwinds from the long and variable lags by which the Federal Reserve Bank's FRB's tighter monetary policy affect real asset prices, prices and an overhang of office space supply.

Downside risks A reversion to growth trend after the boost from geopolitical risks, a potential government shutdown, the restart of student loan payments and less expansionary fiscal policy are projected fades is expected to collectively contribute to slower a moderation of economic growth in 2024, 2025 and 2026. Price pressures are forecasted to gradually return continue to revert toward to pre-pandemic norms as the modest margin of slack opens which opened in the economy's productive capacity, capacity in 2024 cools pricing power. The Federal Reserve Bank's aggressive tightening of FRB is expected to gradually normalize its monetary policy, including rapid increases in stance but not return interest rates and reductions in the size of its balance sheet, contribute to elevated risk of a policy error or recession, their pre-crisis levels.

These factors shaped the 2-year two-year reasonable and supportable forecast used by the Corporation in its CECL estimate at December 31, 2023 December 31, 2024. The U.S. economy is projected to grow at a below-trend rate through 2024 2025 before gradually normalizing to its trend growth rate. Certain economic variables, like oil prices, are expected The unemployment rate is forecasted to increase in the short term before decreasing move somewhat higher as inflation normalizes, private hiring remains subdued. Forecasts for other key economic variables are generally consistent with those of Gross Domestic Product (GDP), GDP and unemployment rate, while interest rate forecasts reflect market expectations and recent guidance from the Federal Reserve Bank. FRB. The following table summarizes select economic variables representative of the economic forecasts used to develop the allowance for credit losses estimate at December 31, 2023 December 31, 2024.

Economic Variable	Base Forecast
Real GDP growth	Gradual growthGrowth slows to a peak near 3.1.6 percent in second the first quarter of 2025 before returning recovering to a growth rate approximately 2.0 percent by the end of around 2 percent, the forecast period.
Unemployment rate	Remains near 4 between 4.2 and 4.4 percent throughout over the forecast period.
Corporate BBB bond to 10-year Treasury bond spreads	Spreads widen Spread gradually widens to 2.4 percent by third quarter 2024 before normalizing to 2.2 percent by the end of the forecast period.
Oil Prices	Prices increase from current levels generally remain close to \$84 dollars in first quarter 2024 before declining to \$76 by the end of \$70 per barrel throughout the forecast period.

Due to the high degree of uncertainty regarding recessionary pressures, risks, persistent inflation, continued high elevated interest rates and other tail risks to the outlook, management considered other economic scenarios to make appropriate qualitative adjustments for certain sectors of its lending portfolio, including more benign as well as more severe scenarios.

Table of Contents

Refer to Note 1 to the consolidated financial statements for a discussion of the methodology used in the determination of the allowance for credit losses.

Allowance for Loan Losses

The allowance for loan losses represents management's estimates of current expected credit losses in the Corporation's loan portfolio. The allowance for loan losses increased \$78 \$2 million to \$690 million at December 31, 2024, compared to \$688 million at December 31, 2023, compared to \$610 million at December 31, 2022.

Collective loss estimates are determined by applying reserve factors, designed to estimate current expected credit losses, to amortized cost balances over the remaining contractual life of the collectively evaluated portfolio. Loans with similar risk characteristics are aggregated into homogeneous pools. The allowance for loan losses also includes qualitative adjustments to bring the allowance to the level management believes is appropriate based on factors that have not otherwise been fully accounted for, including adjustments for foresight risk, input imprecisions and model imprecision. Credit losses for loans that no longer share risk characteristics with the loan pools are estimated on an individual basis. Individual credit loss estimates are typically performed for nonaccrual loans and are based on one of several methods, including the estimated fair value of the underlying collateral, observable market value of similar debt or the present value of expected cash flows.

Allowance for Credit Losses on Lending-Related Commitments

The allowance for credit losses on lending-related commitments estimates current expected credit losses on collective pools of letters of credit and unused commitments to extend credit based on reserve factors, determined in a manner similar to business loans, multiplied by a probability of draw estimate based on historical experience and credit risk,

applied to commitment amounts. The allowance for credit losses on lending-related commitments totaled \$40 million \$35 million and \$51 million at December 31, 2023 December 31, 2024 and December 31, 2022 December 31, 2023, respectively.

[Table of Contents](#)

Analysis of the Allowance for Credit Losses

The table below details net charge-offs (recoveries) as a percentage of total average loans by loan category.

		2023	2022	2021			2023	2022		2023	2022		2023	2022				
		2024	2023	2022			2024	2023	2022		2024	2023		2024	2023			
(dollar amounts in millions)	(dollar amounts in millions)	Net Loan Charge-Offs (Recoveries)	Net Charge-Offs (Recoveries)	Net Loan Charge-Offs (Recoveries)	Net Charge-Offs (Recoveries)	Net Loan Charge-Offs (Recoveries)	Net Charge-Offs (Recoveries)	Net Loan Charge-Offs (Recoveries)	Net Charge-Offs (Recoveries)	Net Loan Charge-Offs (Recoveries)	Net Charge-Offs (Recoveries)	Net Loan Charge-Offs (Recoveries)	Net Charge-Offs (Recoveries)	Net Loan Charge-Offs (Recoveries)	Net Charge-Offs (Recoveries)	Net		
Commercial	Commercial	\$ 9	0.03	0.03 %	\$ 18	0.06	0.06 %	\$ (15)	(0.05)	(0.05 %)	Commercial	\$ 40	0.15	0.15 %	\$ 9	0.03	0.03 %	
Commercial mortgage																	18 0.06	
Commercial mortgage																		
Commercial mortgage																		
International																		
International																		
Lease financing																		
International																		
Residential mortgage																		
Consumer																		
Total loans	Total loans	\$ 22	0.04	0.04 %	\$ 17	0.03	0.03 %	\$ (10)	(0.02)	(0.02 %)	Total loans	\$ 52	0.10	0.10 %	\$ 22	0.04	0.04 %	\$ 17 0.03

(a) Net charge-offs (recoveries) as a percentage of related average loans outstanding.

Net loan charge-offs totaled \$22 \$52 million for the year ended December 31, 2023 December 31, 2024, a \$5 \$30 million increase from net loan charge-offs of \$17 million \$22 million for the year ended December 31, 2022 December 31, 2023. See "Provision for Credit Losses" in the "Results of Operations" section of this financial review for more information about net loan charge-offs.

Allocation of the Allowance for Credit Losses

		2023	2022			2023	2022			2023	2022		2023	2022			
		2024	2023	2022		2024	2023	2022		2024	2023		2024	2023			
(dollar amounts in millions)	(dollar amounts in millions)	Allocated Allowance	Allocation Ratio (a)	Allocation % (b)		Allocated Allowance	Allocation Ratio (a)	Allocation % (b)		(dollar amounts in millions)	Allocated Allowance	Allocation Ratio (a)	Allocation % (b)	Allocated Allowance	Allocation Ratio (a)	Allocation % (b)	
December 31,		Allowance	Ratio (a)	% (b)		Allowance	Ratio (a)	% (b)		Allowance	Ratio (a)	% (b)		Allowance	Ratio (a)	% (b)	
Allowance for loan losses																	
Allowance for loan losses																	
Allowance for loan losses																	
Business loans																	
Commercial																	
Commercial																	
Commercial		\$ 303	1.11	1.11 %	52 %	\$ 287	0.93	0.93 %		58 %	\$ 315	1.19	1.19 %	\$ 52 %	1.11	1.11 %	52 %
Real estate construction																	
Commercial mortgage																	
Lease financing																	
International																	
Total business loans																	
Retail loans																	
Residential mortgage																	

Residential mortgage															
Residential mortgage															
Consumer															
Total retail															
loans															
Total loans	688	1.32	1.32 %	100 %	\$	610	1.14	1.14	100	100 %	Total loans	690	1.37	1.37 %	100 %
Allowance for credit losses on lending-related commitments													\$ 688		1.32 1.32 % 100 %
Business commitments															
Retail commitments															
Retail commitments															
Total commitments															
Total commitments															
Total commitments															
Allowance for credit losses															
Allowance for credit losses															
Allowance for credit losses															

(a) Allocated allowance as a percentage of related loans outstanding.

(b) Loans outstanding as a percentage of total loans.

For additional information regarding the allowance for credit losses, refer to the "Critical Accounting Estimates" section of this financial review and Notes 1 and 4 to the consolidated financial statements.

Nonperforming Assets

Nonperforming assets include loans on nonaccrual status and foreclosed assets. Effective January 1, 2023, the Corporation prospectively adopted the provisions of Accounting Standards Update No. 2022-02, "Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructuring and Vintage Disclosures", which eliminated the accounting for TDRs. Refer to Note 1 to the consolidated financial statements for further information. At December 31, 2022, reduced-rate loans represented TDRs which had been renegotiated to less than their original contractual rates.

Table of Contents

The following table presents a summary of nonperforming assets and past due loans.

Summary of Nonperforming Assets and Past Due Loans

(dollar amounts in millions)

December 31

December 31

December 31

Nonaccrual loans

Total nonperforming loans and nonperforming assets

Nonaccrual loans

Total nonperforming loans and nonperforming assets

Nonaccrual loans

Reduced-rate loans

Total nonperforming loans

Foreclosed property

Total nonperforming assets

Total nonperforming assets

Total nonperforming assets

Total nonperforming loans and nonperforming assets

Nonaccrual loans as a percentage of total loans

Nonaccrual loans as a percentage of total loans

2023

2022

2024

2023

Nonaccrual loans as a percentage of total loans	0.34 %	0.45 %	0.61 %	0.34 %
Nonperforming loans as a percentage of total loans				
Nonperforming assets as a percentage of total loans and foreclosed property				
Loans past due 90 days or more and still accruing				

Nonperforming assets decreased \$66 million increased \$130 million to \$308 million at December 31, 2024, from \$178 million at December 31, 2023, from \$244 million at December 31, 2022. The decrease increase in nonperforming assets primarily reflected decreases increases of \$33 million \$106 million in nonaccrual business loans and \$29 million \$24 million in nonaccrual retail loans. Nonperforming loans were 0.34 0.61 percent of total loans at December 31, 2023 December 31, 2024, compared to 0.46 0.34 percent at December 31, 2022 December 31, 2023. For further information regarding the composition of nonaccrual loans, refer to Note 4 to the consolidated financial statements.

The following table presents a summary of changes in nonaccrual loans.

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

	2023	2022	2024	2023
Balance at beginning of period				
Loans transferred to nonaccrual (a)				
Nonaccrual loan gross charge-offs				
Loans transferred to accrual status (a)				
Nonaccrual loans sold				
Payments/other (b)				
Balance at end of period				

(a) Based on an analysis of nonaccrual loans with book balances greater than \$2 million.

(b) Includes net changes related to nonaccrual loans with balances less than or equal to \$2 million, payments on nonaccrual loans with book balances greater than \$2 million and transfers of nonaccrual loans to foreclosed property.

There were 1627 borrowers with a balance greater than \$2 million, totaling \$94 million \$280 million, transferred to nonaccrual status in 2023, a decrease 2024, an increase of 711 borrowers compared to 2316 borrowers totaling \$132 million \$94 million in 2022 2023. For further information about the composition of loans transferred to nonaccrual status during the current period, 2024, refer to the nonaccrual information by industry category table below.

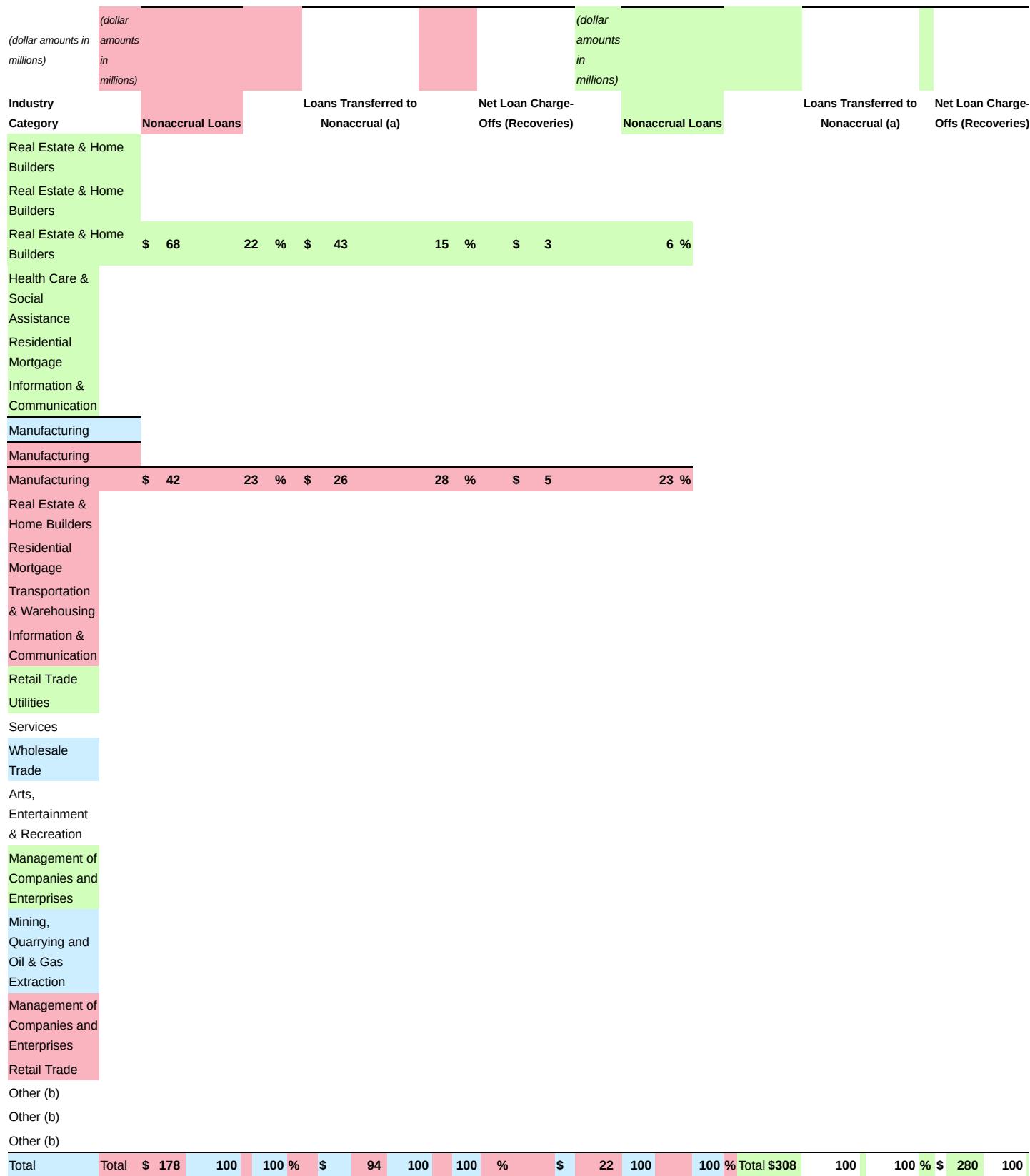
The following table presents the composition of nonaccrual loans by balance and the related number of borrowers at December 31, 2023 December 31, 2024 and 2022, 2023.

(dollar amounts in millions)	2023		2022		(dollar amounts in millions)	2024		2023		(dollar amounts in millions)	2024		2023			
			Number of Borrowers	Balance				Number of Borrowers	Balance				Number of Borrowers	Balance	Number of Borrowers	Balance
Under \$2 million																
\$2 million - \$5 million																
\$5 million - \$10 million																
\$10 million - \$25 million																
Greater than \$25 million																
Total																
Total																
Total																

[Table of Contents](#)

The following table presents a summary of nonaccrual loans at December 31, 2023 December 31, 2024 and loans transferred to nonaccrual and net loan charge-offs (recoveries) for the year ended December 31, 2023 December 31, 2024, based on North American Industry Classification System (NAICS) categories.

December 31, 2023		Year Ended December 31, 2023	
December 31, 2024		Year Ended December 31, 2024	



(a) Based on an analysis of nonaccrual loans with book balances greater than \$2 million.

(b) Other category includes other industry categories with smaller impacts, as well as consumer, excluding residential mortgage and certain personal purpose nonaccrual loans and net charge-offs.

Loans past due 90 days or more and still accruing interest generally represent loans that are well-collateralized and in the process of collection. Loans past due 90 days or more decreased \$3 million to \$20 million at December 31, 2023 December 31, 2024, compared to \$23 million \$20 million at December 31, 2022 December 31, 2023. Loans past due 30-89 days decreased \$180 million increased \$21 million to \$219 million at December 31, 2024, compared to \$198 million at December 31, 2023, compared to \$378 million at December 31, 2022. Loans past due 30 days or more and still accruing interest as a percentage of total loans were 0.52 percent and 0.42 percent at December 31, 2024 and 0.75 percent at December 31, 2023 and December 31, 2022, respectively. An aging analysis of loans included in Note 4 to the consolidated financial statements provides further information about the balances comprising past due loans.

The following table presents a summary of total criticized loans. The Corporation's criticized list is consistent with the Special Mention, Substandard and Doubtful categories defined by regulatory authorities. Criticized loans on nonaccrual status are individually subjected to quarterly credit quality reviews, and the Corporation may establish specific allowances for such loans. A table of loans by credit quality indicator included in Note 4 to the consolidated financial statements provides further information about the balances comprising total criticized loans.

(dollar amounts in millions)

December 31	2023	2022	2024	2023
December 31				
Total criticized loans				
As a percentage of total loans	As a percentage of total loans	4.6 %	2.9 %	As a percentage of total loans
				5.0 %
				4.6 %

The \$833 million \$125 million increase in criticized loans during the year ended December 31, 2023 December 31, 2024 was primarily driven by Commercial Real Estate and Corporate Banking, partially offset by a decrease in general Middle Market.

For further information regarding the Corporation's nonperforming assets policies, refer to Notes 1 and 4 to the consolidated financial statements.

Concentrations of Credit Risk

Concentrations of credit risk may exist when a number of borrowers are engaged in similar activities, or activities in the same geographic region, and have similar economic characteristics that would cause them to be similarly impacted by changes in economic or other conditions. The Corporation has concentrations of credit risk with the commercial real estate and automotive industries. All other industry concentrations, as defined by management, individually represented less than 10 percent of total loans at December 31, 2023 December 31, 2024.

Table of Contents

Commercial Real Estate Lending

At December 31, 2023 December 31, 2024, the Corporation's commercial real estate portfolio represented 36 percent of total loans. The following table summarizes the Corporation's commercial real estate loan portfolio by loan category.

	December		December 31, 2022		December		December 31, 2023		December		December 31, 2024				
	31, 2023				31, 2023				31, 2024						
	(in millions)	Commercial Real Estate business line (a)	Other (b)	Total	Commercial Real Estate business line (a)	Other (b)	Total	(in millions)	Commercial Real Estate business line (a)	Other (b)	Total	(in millions)	Commercial Real Estate business line (a)	Other (b)	Total
Real estate construction loans															
Commercial mortgage loans															
Total commercial real estate															

(a) Primarily loans to real estate developers.

(b) Primarily loans secured by owner-occupied real estate.

The Corporation limits risk inherent in its commercial real estate lending activities by monitoring borrowers directly involved in the commercial real estate markets and adhering to conservative policies on loan-to-value ratios for such loans, loans, which are based on third-party appraisals that are performed at the time of origination in accordance with regulatory requirements as well as generally at the time of renewal. Per Interagency guidelines, the Corporation may also require an updated appraisal or valuation when economic, financial or market conditions may have resulted in deterioration of the prior appraisal's property value conclusions. Commercial real estate loans, consisting of real estate construction and commercial mortgage loans, totaled \$18.8 billion \$18.2 billion at December 31, 2023 December 31, 2024. Commercial real estate loans made to borrowers in the Commercial Real Estate business line, which includes loans to real estate developers, totaled \$9.3 billion \$8.4 billion, or 50.52 percent of total commercial real estate loans, an increase of \$2.1 billion \$105 million compared to December 31, 2022 December 31, 2023.

The Commercial Real Estate business line at December 31, 2023 December 31, 2024 was predominantly secured by multi-family and industrial properties, comprising 46.48 percent and 34.29 percent of the portfolio, respectively, with only 6.4 percent secured by office properties. Commercial real estate loans in other business lines totaled \$9.5 billion \$8.8 billion, or 50.48 percent of total commercial real estate loans, at December 31, 2023 December 31, 2024, an increase a decrease of \$247 million \$701 million compared to December 31, 2022 December 31, 2023. These loans consisted primarily of owner-occupied commercial mortgages, which bear credit characteristics similar to non-commercial real estate business loans. Generally, loans previously reported as real estate construction are classified as commercial mortgage loans upon receipt of a certificate of occupancy.

The real estate construction loan portfolio primarily contains loans made to long-tenured customers with satisfactory completion experience. Criticized real estate construction loans in the Commercial Real Estate business line totaled \$36 million at December 31, 2024 compared to \$86 million at December 31, 2023 compared to none at December 31, 2022. In other business lines, criticized real estate construction loans totaled \$12 million \$2 million at December 31, 2023 December 31, 2024, compared to \$3 million \$12 million at December 31, 2022 December 31, 2023. There were no real estate construction loan net charge-offs in the years ended December 31, 2023 December 31, 2024 and 2022.

Commercial mortgage loans are loans where the primary collateral is a lien on any real property and are primarily loans secured by owner-occupied real estate. Real property is generally considered primary collateral if the value of that collateral represents more than 50 percent of the commitment at loan approval. Loans in the commercial mortgage portfolio generally mature within three to five years. Criticized commercial mortgage loans in the Commercial Real Estate business line totaled \$379 million and \$378 million at December 31, 2024 and \$16 million at December 31, 2023 and 2022, respectively, with the increase primarily in multi-family properties. In other business lines, \$395 \$694 million and \$151 \$395 million of commercial mortgage loans were criticized at December 31, 2023 December 31, 2024 and 2022, respectively. 2023, respectively, with the increase primarily in senior housing properties, largely maintained in the Corporate Banking line of business. Senior housing loans totaled \$658 million at December 31, 2024, of which 57% were criticized, compared to \$796 million at December 31, 2023, of which 11% were criticized. Commercial mortgage loan net recoveries charge-offs were \$1 \$13 million in 2023 2024, compared to no net charge-offs recoveries of \$1 million in 2022 2023.

Automotive Lending - Dealer:

The following table presents a summary of dealer loans.

	December 31, 2023		December 31, 2022		December 31, 2024		December 31, 2023		December 31, 2022		December 31, 2024		December 31, 2023	
	(in millions)	Loans Outstanding	Percent of Total Loans	Loans Outstanding	Percent of Total Loans	(in millions)	Loans Outstanding	Percent of Total Loans	Loans Outstanding	Percent of Total Loans	(in millions)	Loans Outstanding	Percent of Total Loans	
Dealer:														
Floor plan														
Floor plan														
Floor plan														
Other														
Other														
Other														
Total dealer														
Total dealer														
Total dealer	\$ 6,191	11.9	11.9 %	\$ 5,367	10.1	10.1 %	\$ 5,513	10.9	10.9 %	\$ 6,191	11.9	11.9 %		

Substantially all dealer loans are in the National Dealer Services business line and primarily include floor plan financing and other loans to automotive dealerships. Floor plan loans, included in commercial loans in the Consolidated Balance Sheets, totaled \$2.3 billion at December 31, 2023 December 31, 2024, an increase a decrease of \$934 million \$34 million compared to \$1.4 billion \$2.3 billion at December 31, 2022, resulting from increasing vehicle levels due to supply chain improvements. At December 31, 2023 December 31, 2024 and 2022, 2023, other loans in the National Dealer Services business line totaled \$3.9 billion \$3.2 billion and \$4.0 billion \$3.9 billion, respectively, including \$2.2 billion \$1.8 billion and \$2.3 billion \$2.2 billion of owner-occupied commercial real estate mortgage loans, respectively.

There were no nonaccrual dealer loans at both December 31, 2023 December 31, 2024, and 2022, 2023. Additionally, there were no net charge-offs of dealer loans in either of the years ended December 31, 2023 December 31, 2024 and 2022.

Table of Contents 2023.

Automotive Lending- Production:

The following table presents a summary of loans to borrowers involved with automotive production.

	December 31, 2023		December 31, 2022		December 31,		December 31,		December 31, 2023		December 31, 2022		December 31, 2024	
	(in millions)	Loans Outstanding	Loans Outstanding	Percent of Total Loans	Loans Outstanding	Percent of Total Loans	(in millions)	Loans Outstanding	Percent of Total Loans	Loans Outstanding	Percent of Total Loans	(in millions)	Loans Outstanding	Percent of Total Loans
Production:														
Production:														
Production:														
Production:														
Domestic														
Domestic														
Domestic														
Foreign														

Foreign												
Foreign												
Total												
production												
Total												
production												
Total	\$	848	1.6	1.6 %		\$1,068	2.0	2.0 %	\$	764	1.5	1.5 %
production												

Loans to borrowers involved with automotive production, primarily Tier 1 and Tier 2 suppliers, totaled \$764 million at December 31, 2024 and \$848 million at December 31, 2023 and \$1.1 billion at December 31, 2022. These borrowers have faced, and could face in the future, financial difficulties due to disruptions in auto production, issues with supply chains and logistics operations and impacts resulting from labor union strikes. As such, management continues to monitor this portfolio.

Nonaccrual There were no nonaccrual loans to borrowers involved with automotive production totaled \$17 million in at December 31, 2023 December 31, 2024, compared to \$5 million \$17 million at December 31, 2022 December 31, 2023. Automotive production loan net recoveries totaled \$1 million for the year ended December 31, 2024, compared to net charge-offs totaled of \$7 million for the year ended December 31, 2023, compared to \$2 million for the same period in 2022.

For further information regarding significant group concentrations of credit risk, refer to Note 5 to the consolidated financial statements.

Residential Real Estate Lending

At December 31, 2023 December 31, 2024, residential real estate loans represented 7 percent of total loans. The following table summarizes the Corporation's residential mortgage and home equity loan portfolios by geographic market.

Geographic market:	December 31, 2023				December 31, 2022				December 31, 2024				
	(dollar amounts in millions)		Residential Mortgage Loans	Percent of Total	(dollar amounts in millions)		Residential Mortgage Loans	Percent of Total	(dollar amounts in millions)		Residential Mortgage Loans	Percent of Total	
	Residential	Mortgage	Home Equity Loans	Percent of Total	Residential	Mortgage	Home Equity Loans	Percent of Total	Residential	Mortgage	Home Equity Loans	Percent of Total	
Michigan	\$ 548	29	29 %	\$ 444	25	25 %	\$ 497	27	27 %	\$ 487	27	27 %	
California													
Texas													
Other Markets													
Total	Total	\$ 1,889	100	100 %	\$ 1,792	100	100 %	\$ 1,814	100	100 %	\$ 1,776	100	100 %

Residential real estate loans, which consist of traditional residential mortgages and home equity loans and lines of credit, totaled \$3.7 billion at December 31, 2023 December 31, 2024. The residential real estate portfolio is principally located within the Corporation's primary geographic markets. Substantially all residential real estate loans past due 90 days or more are placed on nonaccrual status, and substantially all junior lien home equity loans that are current or less than 90 days past due are placed on nonaccrual status if full collection of the senior position is in doubt. At no later than 180 days past due, such loans are charged off to current appraised values less costs to sell.

Residential mortgages totaled \$1.9 billion at December 31, 2023 December 31, 2024, and were primarily larger, variable-rate mortgages originated and retained for certain private banking relationship customers. Of the \$1.9 billion of residential mortgage loans outstanding, \$19 million \$37 million were on nonaccrual status at December 31, 2023 December 31, 2024, a decrease an increase of \$34 \$18 million compared to December 31, 2022 December 31, 2023. The home equity portfolio totaled \$1.8 billion at December 31, 2023 December 31, 2024, of which 96.95 percent was were outstanding under primarily variable-rate, interest-only home equity lines of credit 3 and 5 percent were in amortizing status and 1 percent were closed-end home equity loans. status. Of the \$1.8 billion of home equity loans outstanding, \$21 million \$27 million were on nonaccrual status at December 31, 2023 December 31, 2024, an increase of \$6

\$6 million compared to December 31, 2022 December 31, 2023. A majority of the home equity portfolio was secured by junior liens at December 31, 2023 December 31, 2024.

Energy Lending

The Corporation has a portfolio of Energy loans that are included entirely in commercial loans in the Consolidated Balance Sheets. Customers in the Corporation's Energy business line (approximately 120 relationships) are engaged in exploration and production (E&P) and midstream. E&P generally includes such activities as searching for potential oil and gas fields, drilling exploratory wells and operating active wells. Commitments to E&P borrowers are generally subject to semi-annual borrowing base re-determinations based on a variety of factors including updated prices (reflecting market and competitive conditions), energy reserve levels and the impact of hedging. The midstream sector is generally involved in the

Table of Contents

transportation, storage and marketing of crude and/or refined oil and gas products. The Corporation's energy services customers provide products and services primarily to the E&P segment industry. Approximately 94% of loans in the Energy business line are Shared National Credits (SNC), which are facilities greater than or equal to \$100 million shared by three or more federally supervised institutions, reflecting the Corporation's focus on larger middle market companies that have financing needs that generally exceed internal individual borrower credit risk limits. The Corporation seeks to develop full relationships with SNC borrowers.

The following table summarizes information about loans in the Corporation's Energy business line.

(dollar amounts in millions)	2023		2022		2024		2023		
	December 31	Outstandings Nonaccrual (a)	Criticized	December 31	Outstandings Nonaccrual (a)	Criticized	December 31	Outstandings Nonaccrual (a)	Criticized
Exploration and production (E&P)									
Midstream									
Total Energy business line									
Total Energy business line									
Total Energy business line									

(a) Includes nonaccrual loans.

Loans in the Energy business line totaled \$1.4 billion \$1.5 billion, or 3 percent of total loans, at December 31, 2023 December 31, 2024, a decrease an increase of \$33 million \$104 million compared to December 31, 2022 December 31, 2023. Total exposure, including unused commitments to extend credit and letters of credit, was \$3.3 billion \$3.5 billion (a utilization rate of 42 percent 41%) and \$3.4 billion \$3.3 billion (a utilization of 43 42 percent) at December 31, 2023 December 31, 2024 and December 31, 2022 December 31, 2023, respectively. Nonaccrual There were no nonaccrual or criticized at Energy loans decreased \$3 million at December 31, 2024, compared to \$4 million at December 31, 2023, compared to \$7 million at December 31, 2022. Criticized Energy loans decreased \$8 million to \$4 million at December 31, 2023, compared to \$12 million at December 31, 2022. Energy net recoveries were \$10 million for the year ended December 31, 2024, compared to net recoveries of \$1 million for the year ended December 31, 2023, compared to net charge-offs of \$3 million for the year ended December 31, 2022.

Leveraged Loans

Certain loans in the Corporation's commercial portfolio are considered leveraged transactions. These loans are typically used for mergers, acquisitions, business recapitalizations, refinancing and equity buyouts. To help mitigate the risk associated with these loans, the Corporation focuses on middle market companies with highly capable management teams, strong sponsors and solid track records of financial performance. Industries prone to cyclical downturns and acquisitions with a high degree of integration risk are generally avoided. Other considerations include the sufficiency of collateral, the level of balance sheet leverage and the adequacy of financial covenants. During the underwriting process, cash flows are stress-tested to evaluate the borrowers' abilities to handle economic downturns and an increase in interest rates.

The FDIC defines higher-risk commercial and industrial (HR C&I) loans for assessment purposes as loans generally with leverage of four times total debt to earnings before interest, taxes and depreciation (EBITDA) as well as three times senior debt to EBITDA, excluding certain collateralized loans.

The following table summarizes information about HR C&I loans, which represented 56 percent and 65 percent of total loans at December 31, 2023 December 31, 2024 and December 31, 2022 December 31, 2023, respectively.

(in millions)	December 31	2023	2022	(in millions)	December 31	2024	2023
Outstandings							
Criticized							
Net loan charge-offs recorded during the years ended December 31,							

Table of Contents

Market and Liquidity Risk

Market risk represents the risk of loss due to adverse movement in prices, including interest rates, foreign exchange rates, commodity prices and equity prices. Liquidity risk represents the risk that the Corporation does not have sufficient access to funds to maintain its normal operations at all times or does not have the ability to raise or borrow funds at a reasonable cost at all times.

The Asset Liability Management Committee (ALCO) of the Corporation establishes and monitors compliance with the policies and risk limits pertaining to market and liquidity risk management activities. ALCO meets regularly to discuss and review market and liquidity risk management strategies and consists of executive and senior management from various areas of the Corporation, including treasury, finance, economics, lending, deposit gathering and risk management. Corporate Treasury mitigates helps mitigate market and liquidity risk under the direction of ALCO through the actions it takes to manage the Corporation's market, liquidity and capital positions.

The Corporation performs monthly liquidity stress testing to evaluate its ability to meet funding needs in hypothetical stressed environments. Such environments cover a series of scenarios, including both idiosyncratic and market-wide in nature, which vary in terms of duration and severity. Recent events have created greater uncertainty with respect to normal deposit patterns. Following the March 2023 banking industry disruption, the Corporation activated its contingency funding plan by increasing its cash position through wholesale funding channels and brokered deposits. The Corporation's evaluation as of December 31, 2023 December 31, 2024 projected that sufficient sources of liquidity were available under each series of events.

In addition to assessing liquidity risk on a consolidated basis, Corporate Treasury also monitors the parent company's liquidity and has established liquidity coverage requirements for meeting expected obligations without the support of additional dividends from subsidiaries. ALCO's policy on liquidity risk management requires the parent company to maintain sufficient liquidity to meet expected cash obligations, such as debt service, dividend payments and normal operating expenses, over a period of no less than 12 months. The Corporation had liquid assets of \$1.4 billion on an unconsolidated basis at December 31, 2023 December 31, 2024.

Corporate Treasury and the Enterprise Risk Division support ALCO in measuring, monitoring and managing interest rate risk as well as all other market risks. Key activities encompass: (i) providing information and analyses of the Corporation's balance sheet structure and measurement of interest rate and all other market risks; (ii) monitoring and reporting of the Corporation's positions relative to established policy limits and guidelines; (iii) developing and presenting analyses and strategies to adjust risk positions; (iv) reviewing and presenting policies and authorizations for approval; and (v) monitoring of industry trends and analytical tools to be used in the management of interest rate and all other market and liquidity risks.

Interest Rate Risk

Net interest income is the primary source of revenue for the Corporation. Interest rate risk arises in the normal course of business due to differences in the repricing and cash flow characteristics of assets and liabilities, primarily through the Corporation's core business activities of extending loans and acquiring deposits. The Corporation's balance sheet is predominantly characterized by floating-rate loans funded by core deposits. Including the impact of interest rate swaps converting floating-rate loans to fixed, the Corporation's loan composition at December 31, 2023 December 31, 2024 was 40.56 percent fixed-rate, 51.34 percent overnight to 30-day rate, 6.7 percent 90-day and greater rates and 3 percent prime. The composition of the Corporation's loan portfolio creates sensitivity to interest rate movements due to the imbalance between the faster repricing of the floating-rate loan portfolio versus deposit products. In addition, the growth and/or contraction in the Corporation's loans and deposits may lead to changes in sensitivity to interest rate movements in the absence of mitigating actions. Examples of such actions are purchasing fixed-rate investment securities, which provide liquidity to the balance sheet and act to mitigate the inherent interest rate sensitivity, as well as hedging with interest rate swaps and options. Other mitigating factors include interest rate floors on a portion of the loan portfolio.

The Corporation actively manages its exposure to interest rate risk with the principal objective of optimizing net interest income and the economic value of equity while operating within acceptable limits established for interest rate risk and maintaining adequate levels of funding and liquidity.

Since no single measurement system satisfies all management objectives, a combination of techniques is used to manage interest rate risk. These techniques examine the impact of interest rate risk on net interest income and the economic value of equity under a variety of alternative scenarios, including changes in the level, slope and shape of the yield curve utilizing multiple simulation analyses. Simulation analyses produce only estimates of net interest income as the assumptions used are inherently uncertain. Actual results may differ from simulated results due to many factors, including, but not limited to, the timing, magnitude and frequency of changes in interest rates, market conditions, regulatory impacts and management strategies.

Table of Contents

Sensitivity of Net Interest Income to Changes in Interest Rates

The analysis of the impact of changes in interest rates on net interest income under various interest rate scenarios is management's principal risk management technique. Management models a base-case net interest income under an unchanged interest rate environment using a static balance sheet and generates sensitivity scenarios by changing certain model assumptions. Each scenario includes assumptions such as loan growth, investment security prepayment levels, depositor behavior and overall balance sheet mix and growth which are in line with historical patterns. Additionally, the analysis assumes that all loan hedges qualify for hedge accounting. Changes in actual economic activity may result in a materially different interest rate environment as well as a balance sheet structure that is different from the changes management included in its simulation analysis. Model assumptions in the sensitivity scenarios at December 31, 2023 December 31, 2024 included, for the rising interest rate scenarios, a modest increase in loan balances and a moderate decrease in deposit balances, and for the declining interest rate scenarios, a modest decrease in loan balances and a moderate increase in deposit balances. In addition, both scenarios assumed loan spreads held at current levels, an incremental interest-bearing deposit beta of approximately 48% 47%, deposit mix shifts based on historical observations, partial reinvestment of securities portfolio cash flows and no additions to interest rate swaps.

The average balance of the securities portfolio included in the analysis was \$17.4 billion \$15.8 billion for the year ended December 31, 2023 December 31, 2024 with an average yield of 2.10% 2.16% and an effective duration of 5.58 years. During the year ended December 31, 2024, the Corporation repositioned a portion of its securities portfolio by selling \$827 million of Treasury securities, resulting in a \$19 million loss, and replacing them with higher-yielding Treasury securities with a duration of 1.9 years.

The table below details components of the variable-rate loan swap portfolio at December 31, 2023 December 31, 2024.

Variable-Rate Loan Swaps (a)								
(dollar amounts in millions)	(dollar amounts in millions)	Notional Amount	Weighted Average Yield	Years to Maturity (b)	(dollar amounts in millions)	Notional Amount	Weighted Average Yield	Years to Maturity (b)
Swaps under contract at December 31, 2023 (c)								
Swaps under contract at December 31, 2024 (a)								
Weighted average notional active per period:								
Full year 2023								
Full year 2023								
Full year 2023	22,372	2.38	3.5					
Full year 2024								
Full year 2024								
Full year 2024	23,575	2.50	3.9	3.9	23,575	2.50	2.4	2.4
Full year 2025								
Full year 2025	22,973	2.57	4.1	4.1	Full year 2025	22,973	2.57	3.1

(a) Included \$7.0 billion in swaps which no longer qualified for cash flow hedging designation following BSBY cessation. In January 2024, \$4.2 billion of these swaps were re-designated, with the remaining expected to be re-designated in early 2024.

(b) Years to maturity calculated from a starting date of December 31, 2023.

(c) Includes forward starting swaps of \$2.0 billion starting in 2024. Excluding forward starting swaps, the weighted average yield was 2.43% December 31, 2024.

The analysis also includes interest rate swaps that convert \$6.3 billion \$6.8 billion of fixed-rate medium- and long-term debt to variable rates through fair value hedges. Additionally, included in this analysis are \$15.5 billion \$15.1 billion of loans that were subject to an average interest rate floor of 52 basis points at December 31, 2023 December 31, 2024. This base-case net interest income is then compared against interest rate scenarios in which short-term rates rise or decline 100 or 200 basis points (with a floor of zero percent) in a linear, non-parallel fashion from the base case over 12 months, resulting in an average change of 50 or 100 basis points over the period.

The table below, as of December 31, 2023 December 31, 2024 and 2022, displays the estimated impact on net interest income during the next 12 months by relating the base case scenario results to those from the rising and declining interest rate scenarios described above.

	Estimated Annual Change									
	(dollar amounts in millions)		2023		2022		(dollar amounts in millions)		2024	
	December 31	December 31	Amount	%	December 31	Amount	%	December 31	Amount	%
Change in Interest Rates:										
Rising 100 basis points										
Rising 100 basis points										
Rising 100 basis points		\$ (36)	(2)	(2 %)	Rising 100 basis points	\$10	—	—	\$ (26)	(1) (1 %)
(50 basis points on average)										
Declining 100 basis points										
Declining 100 basis points										
Declining 100 basis points										
(50 basis points on average)										
Rising 200 basis points										
Rising 200 basis points										
Rising 200 basis points										
(100 basis points on average)										
Declining 200 basis points										
Declining 200 basis points										
Declining 200 basis points										
(100 basis points on average)										

In Sensitivity to both the 100 rising and 200 basis point scenarios, sensitivity to declining interest rates shifted decreased slightly from reducing net interest income at December 31, 2022 December 31, 2023 to benefiting net interest income at December 31, 2023, resulting from a decline December 31, 2024 due to changes in non-maturity deposits, partially offset by an increase in time deposits. In the 100 basis point scenario, sensitivity to rising interest rates shifted from benefiting net interest income at December 31, 2022 to reducing net interest income at December 31, 2023, while in the 200 basis point scenario, negative sensitivity to rising interest rates increased compared to December 31, 2022, resulting from the change in liability balance sheet mix that occurred in 2023.

Table of Contents

dynamics.

At December 31, 2023 December 31, 2024, additional sensitivity scenarios applied the rising and declining 100 basis point scenario assumptions with a 60% incremental deposit beta relative to the base case scenario to assess the impact of the Corporation's deposit beta assumptions. In these rising and declining scenarios, net interest income decreased by \$65 million \$56 million and increased by \$44 million \$35 million, respectively, due to a more rapid repricing pace compared to the standard model assumptions. All scenarios presented for December 31, 2023 reflected a change in balance sheet composition following the March 2023 banking industry disruption, as the balance sheet maintained a higher concentration of cash as well as increased wholesale funding and brokered deposits, which contributed to the decrease in net interest income in all scenarios presented.

Sensitivity of Economic Value of Equity to Changes in Interest Rates

In addition to the simulation analysis on net interest income, an economic value of equity analysis provides an alternative view of the interest rate risk position. The economic value of equity is the difference between the estimate of the economic value of the Corporation's financial assets, liabilities and off-balance sheet instruments, derived through discounting cash flows based on actual rates at the end of the period, and the estimated economic value after applying the estimated impact of rate movements. The

Corporation primarily monitors the percentage change on the base-case economic value of equity. The economic value of equity analysis is based on an immediate parallel 100 or 200 basis point shock with a floor of zero percent.

The table below, as of **December 31, 2023** **December 31, 2024** and **December 31, 2022** **December 31, 2023**, displays the estimated impact on the economic value of equity from the interest rate scenario described above.

(dollar amounts in millions)	(dollar amounts in millions)	2023		2022	(dollar amounts in millions)		2024		December 31	2023			
		December 31	Amount		Amount	%	December 31	Amount	%				
December 31													
Change in Interest Rates:													
Rising 100 basis points				Rising 100 basis points	\$ (417)	(3)	(3 %)	\$ (503)	(4) (4)%	Rising 100 basis points			
Rising 100 basis points		\$ (567)	(4) (4)%	Rising 100 basis points	\$ (417)	(3)	(3 %)	\$ (503)	(4) (4)%	Rising 100 basis points			
Declining 100 basis points				Declining 100 basis points	\$ (567)	(4) (4)%				Declining 100 basis points			
Rising 200 basis points				Rising 200 basis points						Rising 200 basis points			
Declining 200 basis points				Declining 200 basis points						Declining 200 basis points			

The **negative** sensitivity of the economic value of equity to rising and declining rates **increased** decreased modestly from **December 31, 2022** **December 31, 2023** to **December 31, 2023** **December 31, 2024** due to deposit runoff and adjustments to deposit behavioral assumptions, partially offset by a declining notional amount of cash flow swaps and a smaller securities portfolio. Sensitivity to declining rates increased the economic value of equity due to the same factors. portfolio, partially offset by updated deposit modeling assumptions.

Loans by Maturity and Interest Rate Sensitivity

The contractual maturity distribution of the loan portfolio is presented below.

(in millions)	December 31, 2023	Loans Maturing				
		Within One Year (a)	After One But Within Five Years	After Five But Within Fifteen Years		
		After One	But Within Five Years	After Five But Within Fifteen Years	After Fifteen Years	Total
(in millions)						
(in millions)	December 31, 2024	Within One Year (a)	After One But Within Five Years	After Five But Within Fifteen Years	After Fifteen Years	Total
Commercial loans						
Real estate construction loans						
Commercial mortgage loans						
Lease financing						
International loans						
Residential mortgage loans						
Consumer loans						
Total						

(a) Includes demand loans, loans having no stated repayment schedule or maturity and overdrafts.

Table of Contents

The interest rate composition of loans with a maturity date over one year are presented below based on contractual terms.

(in millions)	December 31, 2023	Loans Maturing After One Year		
		Predetermined (Fixed) Interest Rate	Floating Interest Rate	Total
(in millions)				
(in millions)	December 31, 2024	Predetermined (Fixed) Interest Rate	Floating Interest Rate	Total
Commercial loans				
Real estate construction loans				

Commercial mortgage loans
Lease financing
International loans
Residential mortgage loans
Consumer loans
Total

Risk Management Derivative Instruments

The Corporation uses investment securities and derivative instruments as asset and liability management tools with the overall objective of managing the volatility of net interest income from changes in interest rates. These tools assist management in achieving the desired interest rate risk management objectives. Activity related to derivative instruments currently involves interest rate swaps effectively converting variable rate loans to a fixed rate and fixed-rate medium- and long-term debt to a floating rate as well as variable rate loans to a fixed rate. Notional activity for 2023 included the impact of LIBOR transition for centrally-cleared swaps, where LIBOR-based swaps were replaced with short-dated LIBOR bridge swaps that matured in 2023 and surviving forward-starting Secured Overnight Financing Rate (SOFR) swaps. In a similar manner, notional activity for 2024 included the impact of BSBY cessation, where existing BSBY-based swaps were replaced with short-dated BSBY swaps that matured in 2024 and surviving forward-starting SOFR swaps.

(in millions)	(in millions)	Interest	Foreign	(in millions)	Interest	Foreign		
Risk Management Notional Activity	Risk Management Notional Activity	Rate Contracts	Exchange Contracts	Totals	Risk Management Notional Activity	Rate Contracts	Exchange Contracts	Totals
Balance at January 1, 2022								
Additions								
Maturities/amortizations								
Balance at December 31, 2022								
Balance at December 31, 2022								
Balance at December 31, 2022								
Balance at January 1, 2023								
Additions								
Maturities/amortizations								
Terminations								
Balance at December 31, 2023								
Additions								
Maturities/amortizations								
Terminations								
Balance at December 31, 2024								

The notional amount of risk management interest rate swaps totaled \$31.2 billion \$30.2 billion at December 31, 2023 December 31, 2024, which included cash flow swaps that convert \$24.9 billion \$23.4 billion of variable-rate loans to a fixed rate as well as fair value swaps that convert \$6.3 billion \$6.8 billion of fixed-rate medium- and long-term debt to a floating rate. Risk management interest rate swaps generated \$765 million and \$715 million of net interest expense for the year years ended December 31, 2024 and December 31, 2023, compared to no impact for the year ended December 31, 2022. Of the \$24.9 billion of cash flow swaps, \$7.0 billion were un-designated for accounting purposes as of December 31, 2023. Refer to Note 8 to the consolidated financial statements for further discussion of de-designated interest rate hedges, respectively.

In addition to interest rate swaps, the Corporation employs various other types of derivative instruments as offsetting positions to mitigate exposures to foreign currency risks associated with specific assets and liabilities (e.g. (e.g., customer loans or deposits denominated in foreign currencies). Such instruments may include foreign exchange spot and forward contracts as well as foreign exchange swap agreements.

Further information regarding risk management derivative instruments is provided in Note 8 to the consolidated financial statements.

Table of Contents

Customer-Initiated and Other Derivative Instruments

(in millions)	(in millions)	Interest	Energy	Foreign	(in millions)	Interest	Energy	Foreign		
Customer-Initiated and Other Notional Activity	Customer-Initiated and Other Notional Activity	Rate Contracts	Derivative Contracts	Exchange Contracts	Totals	Customer-Initiated and Other Notional Activity	Rate Contracts	Derivative Contracts	Exchange Contracts	Totals
Balance at January 1, 2022										
Additions										
Maturities/amortizations										
Terminations										

Balance at December 31, 2022
Balance at January 1, 2023
Additions
Maturities/amortizations
Terminations
Balance at December 31, 2023
Additions
Maturities/amortizations
Terminations
Balance at December 31, 2024

The Corporation sells and purchases interest rate caps and floors and enters into foreign exchange contracts, interest rate swaps and energy derivative contracts to accommodate the needs of customers requesting such services. Changes in the fair value of customer-initiated and other derivatives are recognized in earnings as they occur. To limit the market risk of these activities, the Corporation generally takes offsetting positions with dealers. The notional amounts of offsetting positions are included in the table above. Customer-initiated and other notional activity represented 56 percent and 55 percent of total interest rate, energy and foreign exchange contracts at both December 31, 2023 December 31, 2024 and 2022, 2023, respectively.

Further information regarding customer-initiated and other derivative instruments is provided in Note 8 to the consolidated financial statements.

LIBOR Transition

On July 27, 2017, the United Kingdom's Financial Conduct Authority (FCA), which regulates LIBOR, publicly announced that it intends to stop persuading or compelling banks to submit LIBOR rates after 2021. Effective March 2021, the FCA confirmed that certain LIBOR tenors would no longer be supported after December 31, 2021 and that the remaining tenors, including those most commonly used by the Corporation, would no longer be supported after June 30, 2023. The Corporation had substantial exposure to LIBOR-based products, ceased originating LIBOR-based products in the fourth quarter 2021 and has worked to remediate its outstanding LIBOR contracts. As of December 31, 2023, LIBOR transition was substantially complete.

BSBY Cessation

On November 15, 2023, the Bloomberg Index Services Limited (Bloomberg) announced that it will discontinue publishing the BSBY on November 15, 2024; accordingly. As a result, the Corporation was required to "de-designate" \$7.0 billion of interest rate swaps used in cash flow hedges of certain BSBY-indexed loans and reclassify amounts recognized in accumulated other comprehensive income into earnings. For each de-designated swap, settlement of interest payments and changes in fair value are recorded as risk management hedging losses within other noninterest income instead of net interest income until the swap is re-designated. In January 2024, \$4.2 billion of these re-designation. All impacted swaps were re-designated with the remaining expected to be re-designated in early 2024. The net impact as of April 1, 2024.

BSBY cessation positively impacted interest income on commercial loans was a by \$7 million for the year ended December 31, 2024, compared to \$3 million benefit for the year ended December 31, 2023. Additionally, the Corporation recognized a net loss losses of \$39 million and \$91 million in other noninterest income. income for the year ended December 31, 2024 and 2023, respectively. Refer to Note 8 to the consolidated financial statements for further discussion of de-designated re-designated interest rate hedges.

At December 31, 2023, the Corporation had \$33.0 billion of exposure to BSBY-based products, including \$21.7 billion in loans and \$11.3 billion in interest rate swaps. The Corporation is currently evaluating contracts to ensure appropriate fallback language is included, has substantially completed its BSBY transition efforts and will remediate contracts as necessary. The Corporation expects that the majority of effectively all BSBY-based contracts will organically had transitioned to other reference rates as of December 31, 2024. Any BSBY-based contracts that did not transition to SOFR over the upcoming year, with any remaining contracts transitioning or other indices in 2024 are expected to either not reprice prior to maturing in 2025 or convert to SOFR through fallback language or another index at the first their next repricing date after BSBY cessation occurs in November 2024. date.

Sources of Liquidity

The Corporation maintains a liquidity position that it believes will adequately satisfy its financial obligations while taking into account potential commitment draws and deposit run-off that may occur in the normal course of business. The majority of the Corporation's balance sheet is funded by customer deposits. Cash flows from loan repayments, increases in deposit accounts (including brokered deposits), activity in the securities portfolio and wholesale funding channels serve as the Corporation's primary liquidity sources.

The Corporation satisfies incremental liquidity needs with either liquid assets or external funding sources. Available liquidity includes cash, FHLB advances and Federal Reserve Bank (FRB) borrowing, comprised of FRB borrowing through the discount window, as well as the market value of unencumbered investment securities, which, if needed, could be utilized as collateral for FHLB advances and the newly established Bank Term Funding Program (BTFP). FRB borrowings. The Corporation has pledged a portion of its investment securities portfolio to access wholesale funding as needed and does not intend to sell or restructure securities at this time.

Table of Contents

needed.

The Bank is a member of the FHLB of Dallas, Texas, which provides short- and long-term funding to its members through advances collateralized by real estate-related loans, certain government agency-backed securities and other eligible assets. Actual borrowing capacity is contingent on the amount of collateral pledged to the FHLB and the fair value of pledged assets, as well as applicable FHLB haircuts.

At December 31, 2023 December 31, 2024, the Bank had pledged real estate-related loans totaling \$21.9 billion \$22.5 billion and investment securities totaling \$6.6 billion \$6.0 billion to the FHLB, which provided for up to \$17.1 billion \$17.0 billion of collateralized borrowing with the FHLB.

The FRB provides liquidity through its discount window, where banks may borrow funds based on the discounted fair value of pledged assets. Additionally, in March 2023, the FRB established the BTFP in response to the 2023 industry disruption, offering loans with up to one year in maturity to eligible depository institutions in exchange for pledged collateral in the form of U.S Treasuries, agency debt and mortgage-backed securities and other qualifying assets. Unlike other funding sources, borrowing capacity under the BTFP is based on the par value, not fair value, of collateral.

At December 31, 2023 December 31, 2024, the Bank had pledged \$20.3 billion of loans totaling \$24.6 billion and investment securities totaling \$7.7 billion to the FRB, which provided for up to \$21.0 billion and \$9.3 billion \$16.8 billion of collateralized borrowing through the discount window and BTFP program, respectively. The Bank did not rely on the BTFP facility as a funding source, except to perform an operational test at the onset, and does not plan to use the facility before its announced expiration on March 11, 2024. Total available collateralized borrowings with the FRB was \$30.3 billion at December 31, 2023, window.

The table below details the Corporation's sources of available liquidity at December 31, 2023 December 31, 2024.

(dollar amounts in millions)	(dollar amounts in millions)	Total Capacity	Borrowings Outstanding	Available Liquidity	(dollar amounts in millions)	Total Capacity	Borrowings Outstanding	Available Liquidity
Cash on deposit with FRB (a)								
Unencumbered investment securities (b)								
Secured borrowing facilities:								
FHLB								
FRB:								
BTFP								
BTFP								
BTFP								
Discount Window								
FHLB								
FHLB								
FRB								
Total available liquidity								

(a) Included in interest-bearing deposits with banks on the Consolidated Balance Sheet.

(b) Market value of available-for-sale investment securities that the Corporation can pledge or sell without third-party consent.

The Corporation may also use brokered deposits and external debt as additional sources of funding, and maintains a shelf registration statement with the Securities and Exchange Commission through which it may issue securities. The ability of the Corporation and the Bank to raise unsecured funding at competitive rates is impacted by rating agencies' views of the credit quality, liquidity, capital, earnings and other relevant factors related to the Corporation and the Bank. As of December 31, 2023 December 31, 2024, the three major rating agencies had assigned the following ratings to long-term senior unsecured obligations of the Corporation and the Bank, as well as long-term deposits at the Bank. A security rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.

	Debt Ratings			Deposit Ratings	
	Comerica Incorporated	Comerica Bank		Comerica Bank	
December 31, 2023 2024	Rating	Rating	Outlook	Rating	
Moody's Investors Service (a)	Baa1	Baa1	Negative		A1
Fitch Ratings	A-	A-	Negative		A
Standard and Poor's	BBB	BBB+	Stable		not rated

(a) In January 2025, Moody's Investors Service (Moody's) downgraded the Corporation and Bank's debt ratings by one notch to Baa2 from Baa1, changed the Corporation and Bank's outlooks to Stable and downgraded the Bank's deposit rating to A2.

Deposit Concentrations and Uninsured Deposits

The Corporation's focus is commercial customers, and accordingly, it has a larger percentage of uninsured deposits relative to financial institutions with a higher consumer focus. These deposits are well-diversified between geographies, industries and customers. At December 31, 2023 December 31, 2024, the Retail Bank and general Middle Market segments, both highly diversified and granular, accounted for 37% and 27% 30% of the total deposit base, respectively. Corporate Banking and Technology and Life Sciences comprised 7% and 5% each of total deposits, respectively, which were the largest deposit concentrations of the more specialized business lines.

Uninsured deposits are defined as the portion of deposit accounts in U.S. offices that exceed the FDIC insurance limit and amounts in any other uninsured investment or deposit account that are classified as deposits and are not subject to any federal or state deposit insurance regimes.

(Dollar amount in millions)	December 31, 2024		December 31, 2023	
	Amount	Percentage of total deposits	Amount	Percentage of total deposits
Total uninsured deposits, as calculated per regulatory guidelines	\$ 33,387	52 %	\$ 31,485	47 %
Less: affiliate deposits	(3,876)		(4,064)	
Total uninsured deposits, excluding affiliate deposits	\$ 29,511	46 %	\$ 27,421	41 %

[Table of Contents](#)

December 31, 2023

December 31, 2022

(Dollar amount in millions)	Amount	Percentage of total deposits	Amount	Percentage of total deposits
Total uninsured deposits, as calculated per regulatory guidelines	\$ 31,485	47 %	\$ 45,492	64 %
Less: affiliate deposits	(4,064)		(4,458)	
Total uninsured deposits, excluding affiliate deposits	\$ 27,421	41 %	\$ 41,034	57 %

The \$1.9 billion increase in uninsured deposits (as calculated per regulatory guidelines) was primarily due to an increase in uninsured commercial interest-bearing deposits, partially offset by a decline in uninsured noninterest-bearing deposits. Time deposits otherwise uninsured, which consist of foreign office time deposits, totaled \$13 million at December 31, 2023 December 31, 2024 and all mature in three months or less. Collateralized deposits, consisting of trust deposits as well as deposits of public entities and state and local government agencies, totaled \$687 million \$348 million at December 31, 2023 December 31, 2024, compared to \$843 million \$687 million at December 31, 2022 December 31, 2023.

Direct Express Debit MasterCard Program

In July 2024, the Bank received preliminary notification that, following the contract expiration on January 2, 2025, it was not selected to continue serving as financial agent supporting the Direct Express Program; however, the Treasury elected to extend the contract term for up to three years past January 2, 2025 to facilitate an orderly transaction. While the length of the transition is currently unknown, the Corporation believes it may take some time given the scale and complexity of the program as well as its own transition experience.

For the years ended December 31, 2024 and 2023, average deposits related to the Direct Express program were \$3.4 billion and \$3.1 billion, respectively, all of which were noninterest-bearing. Card fee income related to the Direct Express program was \$121 million and \$137 million for the years ended December 31, 2024 and 2023, respectively. Noninterest expenses related to the Direct Express program were \$119 million and \$138 million, respectively, for the same periods, consisting primarily of outside processing fee expense and other noninterest expenses. The Corporation cannot currently predict the impact that the loss of this contract and the related deposits could have on its financial statements as it will be subject to many factors, including, but not limited to, the timing, costs and extent of securing any necessary alternative sources of funding. However, such impact could be material.

Potential Uses of Liquidity

Various financial obligations such as contractual obligations, unfunded commitments and deposit withdrawals may require future cash payments by the Corporation. Certain obligations are recognized on the Consolidated Balance Sheets, while others are off-balance sheet under U.S. generally accepted accounting principles. GAAP.

The following table summarizes the Corporation's material noncancelable contractual obligations and future required minimum payments. Refer to Notes 10, 11, 12, and 25 to the consolidated financial statements for further information regarding these contractual obligations.

Selected Contractual Obligations

(in millions)	December 31, 2023	Minimum Payments Due by Period			
		Total	Less than 1 Year	1-3 Years	4-5 Years
		Total	Less than 1 Year	1-3 Years	4-5 Years
Deposits without a stated maturity (a)					
Certificates of deposit and other deposits with a stated maturity (a)					
Certificates of deposit and other deposits with a stated maturity (a)					
Certificates of deposit and other deposits with a stated maturity (a)					
Short-term borrowings (a)					
Medium- and long-term debt (a)					
Medium- and long-term debt (a)					
Medium- and long-term debt (a)					
Operating leases					
Commitments to fund low income housing partnerships					
Other long-term obligations (b)					
Other long-term obligations (b)					
Other long-term obligations (b)					
Total contractual obligations					
Total contractual obligations					
Total contractual obligations					
Medium- and long-term debt (parent company only) (a) (b)					

(a) Deposits and borrowings exclude accrued interest.

(b) Parent company only amounts are included in the medium- and long-term debt minimum payments above.

In addition to contractual obligations, other commercial commitments of the Corporation impact liquidity. These include unused commitments to extend credit, standby letters of credit and financial guarantees, and commercial letters of credit. The following table summarizes the Corporation's commercial commitments and expected expiration dates by period.

Commercial Commitments

		Expected Expiration Dates by Period				
		Total	Less than	1-3	4-5	More than
			1 Year	Years	Years	5 Years
(in millions)	December 31, 2023					
(in millions)	December 31, 2024	Total	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years
Unused commitments to extend credit						
Unused commitments to extend credit						
Unused commitments to extend credit						
Standby letters of credit and financial guarantees						
Commercial letters of credit						
Total commercial commitments						

Since many of these commitments expire without being fully drawn, and each customer must continue to meet the conditions established in the contract, the total amount of these commercial commitments does not necessarily represent the future cash requirements of the Corporation. Refer to Note 8 to the consolidated financial statements for a further discussion of these commercial commitments.

Other Market Risks

Market risk related to the Corporation's trading instruments is not significant, as trading activities are limited. Certain components of the Corporation's noninterest income, primarily fiduciary income, are at risk to fluctuations in the market values of underlying assets, particularly equity and debt securities. Other components of noninterest income, primarily brokerage fees, are at risk to changes in the volume of market activity.

[Table of Contents](#)

Operational Risk

Operational risk represents the risk of loss resulting from inadequate or failed internal processes and people, or from external events, excluding in most cases those driven by technology (see Technology Risk below). The Corporation's definition of operational risk includes fraud; employment practice and workplace safety; clients, products and business practice; business continuity or disaster recovery; execution, delivery, and process management; third party and model risks. The This definition does not include strategic or reputational risks. Although operational losses are experienced by all companies and are routinely incurred in business operations, the Corporation recognizes the need to identify and control operational losses and seeks to limit losses to a level deemed appropriate by management, as outlined in the Corporation's risk appetite statement. The appropriate risk level is determined through consideration of the nature of the Corporation's business and the environment in which it operates, in combination with the impact from, and the possible impact on, other risks faced by the Corporation. Operational risk is mitigated through a system of internal controls that are designed to keep operating risks at appropriate levels. The Operational Risk Management Committee monitors risk management techniques and systems. The Corporation has developed a framework that includes a centralized operational risk reporting function in the Enterprise Risk Division and business/support unit risk liaisons responsible for managing operational risk specific to the respective business lines.

Technology Risk

Technology risk represents the risk of loss or adverse outcomes arising from the people, processes, applications and infrastructure that support the technology environment. The Corporation's definition of technology risk includes technology delivery risk, technology investment risk, cybersecurity risk, information security risk and information management risk. Technology risk is inclusive of the risks associated with the execution of technology processes and activities by third-party contractors and suppliers to the Corporation. Other risk types may materialize in the event of a technology risk event, such as the risk of a financial reporting error or regulatory non-compliance, and the impact of such risks are highly interdependent with operational risk.

The Technology Risk Committee, comprising senior and executive business unit managers, as well as managers responsible for technology, cybersecurity, information security and enterprise risk management, oversees technology risk. The Technology Risk Committee also ensures that appropriate actions are implemented in business units to mitigate risk to an acceptable level.

Compliance Risk

Compliance risk represents the risk of sanctions or financial loss resulting from the Corporation's failure to comply with all applicable laws, regulations and standards of good banking practice. The impact of such risks is highly interdependent with strategic risk, as the reputational impact from compliance breaches failures can be severe. Activities which may expose the Corporation to compliance risk include, but are not limited to, those dealing with the prevention of money laundering, privacy and data protection, community reinvestment initiatives, fair lending, consumer protection, employment and tax matters, over-the-counter derivative activities and other regulated activities.

The Enterprise-Wide Compliance Committee, comprising senior and executive business unit managers, as well as managers responsible for compliance, audit and overall risk, oversees compliance risk. This enterprise-wide approach provides a consistent view of compliance across the organization. The Enterprise-Wide Compliance Committee also ensures that appropriate actions are implemented in business units to mitigate risk to an acceptable level.

Strategic Risk

Strategic risk represents the risk of inadequate returns or possible losses due to impairment of reputation, failure to fully develop and execute business plans, failure to assess current and new opportunities in business, markets and products, failure to determine appropriate consideration for risks accepted, and any other event not identified in the defined risk categories of credit, market and liquidity, operational, technology or compliance risks. Mitigation of the various risk elements that represent strategic risk is achieved through numerous metrics and initiatives to help the Corporation better understand, measure and report on such risks.risks.

[Table of Contents](#)

CRITICAL ACCOUNTING ESTIMATES

The Corporation's consolidated financial statements are prepared based on the application of accounting policies, the most significant of which are described in Note 1. These policies require numerous estimates and strategic or economic assumptions, which may prove inaccurate or subject to variations. Changes in underlying factors, assumptions or estimates could have a material impact on the Corporation's future financial condition and results of operations. At December 31, 2023 December 31, 2024, the most critical of these estimates related to the allowance for credit losses, fair value measurement, **goodwill**, pension plan accounting and income taxes. These estimates were reviewed with the Audit Committee of the Corporation's Board of Directors and are discussed more fully below.

ALLOWANCE FOR CREDIT LOSSES

In accordance with CECL, the allowance for credit losses, which includes both the allowance for loan losses and the allowance for credit losses on lending-related commitments, is calculated with the objective of maintaining a reserve for current expected credit losses over the remaining contractual life of the portfolio. The Corporation uses loss factors, based on estimated probability of default for internal risk ratings and loss given default, to determine the allowance for credit losses for the majority of its portfolio. Management applies loss factors to pools of loans and lending-related commitments with similar risk characteristics, calibrates these factors using economic forecasts and incorporates qualitative adjustments. For further discussion of the methodology used in the determination of the allowance for credit losses, refer to Note 1 to the consolidated financial statements. For further discussion on the economic forecast incorporated into the 2023 2024 model, refer to the "Risk Management" section of this financial review.

Management's determination of the appropriateness of the allowance is based on periodic evaluations of the loan portfolio, lending-related commitments, current as well as and forecasted economic factors and other relevant information. The calculation is inherently subjective and requires management to exercise significant judgment in developing assumptions for the estimate, the most significant of which are the loan risk rating process, development of economic forecasts and application of qualitative adjustments. Sensitivities are disclosed to demonstrate how changes in loan risk ratings and economic forecast scenarios may impact the allowance for credit losses. Sensitivities only consider changes to each specific assumption in isolation and their impact to the quantitative modeled results. They do not contemplate impacts to the qualitative framework.

Loan Risk Rating Process

Reserve factors are applied to pools of loans based on risk characteristics, including the Corporation's internal risk rating system; therefore, loss estimates are highly dependent on the accuracy of the risk rating assigned to each loan. The inherent imprecision in the risk rating system resulting from inaccuracy in assigning and/or entering risk ratings in the loan accounting system is monitored by the Corporation's asset quality review function. Changes to internal risk ratings beyond the forecasted migration inherent in the credit models would result in a different estimated allowance for credit losses. To illustrate, if **5** five percent of the individual risk ratings were adjusted down by one rating across all pools, the allowance for loan losses as of December 31, 2023 December 31, 2024 would change by approximately \$6 million.

Forecasted Economic Variables

Management utilizes models through which historical reserve factor estimates are calibrated to economic forecasts over the reasonable and supportable forecast period based on the projected performance of specific economic variables that statistically correlate with the probability of default and loss given default pools. Loss estimates revert to historical loss experience for contractual lives beyond the forecast period. Management selects economic variables it believes to be most relevant based on the composition of the loan portfolio and customer base, including forecasted levels of employment, gross domestic product, corporate bond and treasury spreads, industrial production levels, consumer and commercial real estate price indices as well as housing statistics.

The allowance for credit losses is highly sensitive to the economic forecasts used to develop the estimate. Due to the high level of uncertainty regarding significant assumptions, the Corporation evaluated a range of economic scenarios, including a more severe economic forecast scenario, scenarios, with varying responses to current economic risks. The following table summarizes select economic variables representative of the forecasts used in a more severe forecast scenario for the economic variables that are most impactful scenario.

Table of Contents

Economic Variable	More Severe Forecast
Real GDP growth	Contracts through third quarter 2024, peaking at 2025, followed by partial recovery, resulting in a decline cumulative contraction of 3.5 0.7 percent annualized in second quarter 2024, subsequently improving to a 2.2 percent annual growth rate by the end of over the forecast period.
Unemployment rate	Increases to 7.7 8.3 percent by first quarter 2025 2026, followed by a gradual decline to 6.9 7.5 percent by the end of the forecast period.
Corporate BBB bond to 10-year Treasury bond spreads	Spreads widen to a peak of over 4.2 4.0 percent before gradually narrowing to 2.3 percent by the end of the forecast period.
Oil Prices	Decline to \$53 \$48 per barrel by first quarter 2025 2026 before increasing recovering to \$61 \$57 per barrel by the end of the forecast period.

Selecting a different forecast in the current environment could result in a significantly different estimated allowance for credit losses. To illustrate, absent model overlays and other qualitative adjustments that are part of the quarterly reserving process, if the Corporation selected the more severe scenario to inform its models, the allowance for credit losses as of December 31, 2023 2024 would increase by approximately \$376 million \$328 million. However, factoring in model overlays and qualitative adjustments could result in a materially different estimate under a more severe scenario.

Qualitative Adjustments and Model Overlays

The Corporation includes qualitative adjustments, as appropriate, intended to capture the impact of uncertainties not reflected in the quantitative estimate, including foresight risk, model imprecisions and input imprecisions. Qualitative adjustments for foresight risk reflect the inherent imprecision in economic forecasts and may be included based on management's evaluation of different forecast scenarios, ranging from more benign to more severe, and known recent events impacting the Corporation's portfolio. Model imprecision adjustments and model overlays may be included to mitigate known limitations in the quantitative models. Input imprecision includes adjustments for portfolios where

recent historical losses exceed expected losses or known recent events are expected to alter risk ratings once evidence is acquired, as well as a qualitative assessment of the lending environment, including underwriting standards, current economic and political conditions, and other factors affecting credit quality. Qualitative reserves at December 31, 2023 December 31, 2024 primarily included adjustments for uncertainties related to forecasted economic variables.

Other Considerations

To the extent actual outcomes differ from management estimates, additional provision for credit losses may be required that would adversely impact earnings in future periods. The allowance is assigned to business segments, and any earnings impact resulting from actual outcomes differing from management estimates would primarily affect the Commercial Bank segment.

FAIR VALUE MEASUREMENT

Investment securities available-for-sale, derivatives and deferred compensation plan assets and associated liabilities are recorded at fair value on a recurring basis. Additionally, from time to time, other assets and liabilities may be recorded at fair value on a nonrecurring basis, such as impaired loans that have been measured based on the fair value of the underlying collateral, loans held-for-sale recorded at the lower of cost or market, other real estate (primarily foreclosed property), nonmarketable equity securities and certain other assets and liabilities. Nonrecurring fair value adjustments typically involve write-downs of individual assets or application of lower of cost or fair value accounting.

Fair value is an estimate of the exchange price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (i.e. (i.e., not a forced transaction, such as a liquidation or distressed sale) between market participants at the measurement date and is based on the assumptions market participants would use when pricing an asset or liability. Fair value measurement and disclosure guidance establishes a three-level hierarchy for disclosure of assets and liabilities recorded at fair value. Notes 1 and 2 to the consolidated financial statements include information about the fair value hierarchy, the extent to which fair value is used to measure assets and liabilities, as well as the valuation methodologies and key inputs used.

At December 31, 2023 December 31, 2024, assets and liabilities measured using observable inputs that are classified as Level 1 or Level 2 represented substantially all of total assets and liabilities recorded at fair value, respectively. Valuations generated from model-based techniques that use at least one significant assumption not observable in the market are considered Level 3 and reflect estimates of assumptions market participants would use in pricing the asset or liability. The valuation of Level 3 assets and liabilities are considered critical accounting estimates.

[Table of Contents](#)

GOODWILL

Goodwill is initially recorded as the excess of the purchase price over the fair value of the net assets acquired in a business combination and is subsequently evaluated at least annually for impairment. Goodwill impairment testing is performed at the reporting unit level, equivalent to a business segment or one level below. The Corporation has three reporting units: the Commercial Bank, the Retail Bank, and Wealth Management. At December 31, 2023 and 2022, goodwill totaled \$635 million, including \$473 million allocated to the Commercial Bank, \$101 million allocated to the Retail Bank, and \$61 million allocated to Wealth Management.

The Corporation performs its annual evaluation of goodwill impairment in the third quarter of each year and may elect to perform a quantitative impairment analysis or first conduct a qualitative analysis to determine if a quantitative analysis is necessary. Additionally, the Corporation evaluates goodwill impairment on an interim basis if events or changes in circumstances between annual tests indicate additional testing may be warranted to determine if goodwill might be impaired.

During the third quarter of 2023, the Corporation elected to perform a quantitative impairment analysis. The estimated fair values of the reporting units were determined using a blend of two commonly used valuation techniques: the market approach and the income approach. For the market approach, valuations of reporting units considered a combination of earnings and equity multiples from companies with characteristics similar to the reporting unit. Since the fair values determined under the market approach are representative of noncontrolling interests, the valuations incorporated a control premium. For the income approach, estimated future cash flows were derived from internal forecasts and economic expectations for each reporting unit. In the short- and mid-term, forecasts incorporated current economic conditions and impacts of expected monetary policy decisions by the Federal Reserve Bank. Long-term projections reflected normalized rate and credit environments, as well as a long-term rate of return for each reporting unit. Projections were discounted using an applicable discount rate to calculate the fair value. The discount rate was based on the imputed cost of equity capital for each reporting unit, which incorporates the risk-free rate of return, a market equity risk premium, potential stock volatility, and a size risk premium. The discount rate further reflected the uncertainty of current economic conditions and potential impacts to the forecasted financial information.

The combined fair value of all units was compared to the Corporation's market capitalization for reasonableness. At the conclusion of the quantitative impairment test in the third quarter 2023, the estimated fair values of all reporting units substantially exceeded their carrying amounts, including goodwill. The Corporation performed a hypothetical sensitivity analysis to evaluate the impact to the estimated fair value of each reporting unit from an adverse change in the discount rate. A 100 basis point increase in the discount rate would result in the fair value of each reporting unit to continue to substantially exceed its carrying value.

The Corporation continues to monitor economic conditions that could significantly impact the impairment analysis and result in future goodwill impairment charges that, if incurred, could have a material adverse effect on the Corporation's results of operations in the period such charges are recognized. Additionally, any new legislative or regulatory changes not anticipated in management's expectations may cause the fair value of one or more of the reporting units to fall below the carrying value, resulting in a goodwill impairment charge. Any impairment charge would not affect the Corporation's regulatory capital ratios, tangible common equity ratio or liquidity position.

PENSION PLAN ACCOUNTING

The Corporation has a qualified and a non-qualified defined benefit pension plan. Effective January 1, 2017, benefits are calculated using a cash balance formula based on years of service, age, compensation and an interest credit based on the 30-year Treasury rate. Participants under age 60 as of December 31, 2016 are eligible to receive a frozen final average pay benefit in addition to amounts earned under the cash balance formula. Participants age 60 or older as of December 31, 2016 continue to be eligible for a final average pay benefit. The Corporation makes assumptions concerning future events that will determine the amount and timing of required benefit payments, funding requirements and defined benefit pension expense. The major assumptions are the discount rate used in determining the current benefit obligation, the long-term rate of return expected on plan assets, mix of assets within the portfolio and the projected mortality rate.

The discount rate is determined by matching the expected cash flows of the pension plans to a portfolio of high quality corporate bonds as of the measurement date, December 31. The long-term rate of return expected on plan assets is set after considering both long-term returns in the general market and long-term returns experienced by the

assets in the plan. The current target asset allocation model for the plans is provided in Note 17 to the consolidated financial statements. The expected returns on these various asset categories are blended to derive one long-term return assumption. The assets are primarily invested in certain collective investment funds, common stocks, U.S. Treasury and other U.S. government agency securities, as well as corporate and municipal bonds and notes. Mortality rate assumptions are based on mortality tables published by third

[Table of Contents](#)

parties such as the Society of Actuaries, considering other available information including historical data as well as studies and publications from reputable sources.

The Corporation reviews its pension plan assumptions on an annual basis with its actuarial consultants to determine if the assumptions are reasonable and adjusts the assumptions to reflect changes in future expectations. The major assumptions used to calculate 2024 2025 and 2023 2024 defined benefit plan pension expense (benefit) were as follows:

		2024		2025	
Discount rate	Discount rate	5.33 %	5.60 %	Discount rate	5.72 %
Long-term rate of return on plan assets	Long-term rate of return on plan assets	6.75 %	6.50 %	Long-term rate of return on plan assets	6.75 %
Mortality table:					
Base table (a)					
Base table (a)					
Base table (a)				Pri-2012	Pri-2012
Mortality improvement scale (a)	Mortality improvement scale (a)			MP-2020	Mortality improvement scale (a)
				MP-2021	MP-2020

(a) Issued by the Society of Actuaries

Defined benefit plan benefit is expected to increase \$19 million decrease \$8 million to approximately \$45 million \$38 million in 2024 2025, compared to a benefit of \$26 million \$46 million in 2023 2024. This includes service cost expense of \$37 million \$38 million and a benefit from other components of \$82 million \$76 million. Service costs are included in salaries and benefits expense, while the benefit from other components are included in other noninterest expenses on the Consolidated Statements of Income.

The Corporation's pension plan is most sensitive to changes in discount rate and long-term rate of return. A change to the discount rate implies a corresponding change in interest rates that affect the value of the plan's fixed income assets. An increase of 25 basis points to the discount rate, including the effect of higher interest rates on the plan's fixed income assets, would result in a net increase to pension expense of \$6 million \$5 million, while a decrease of 25 basis points would reduce pension expense by \$6 million \$5 million. Increasing the long-term rate of return by 25 basis points would reduce pension expense by \$7 million, while a decrease of 25 basis points would increase pension expense by \$7 million.

Due to the long-term nature of pension plan assumptions, actual results may differ significantly from the actuarial-based estimates. Differences resulting in actuarial gains or losses are required to be recorded in shareholders' equity as part of accumulated other comprehensive loss and amortized to defined benefit pension expense in future years. Refer to Note 17 to the consolidated financial statements for further information.

INCOME TAXES

The provision for income taxes is the sum of income taxes due for the current year and deferred taxes. Deferred taxes arise from temporary differences between the income tax basis and financial accounting basis of assets and liabilities. Accrued taxes represent the net estimated amount due to or to be received from taxing jurisdictions, currently or in the future, and are included in accrued income and other assets or accrued expenses and other liabilities on the Consolidated Balance Sheets.

Included in net deferred taxes are deferred tax assets. Deferred tax assets are evaluated for realization based on available evidence of projected future reversals of existing taxable temporary differences, assumptions made regarding future events and, when applicable, state loss carryback capacity. A valuation allowance is provided when it is more-likely-than-not that some portion of the deferred tax asset will not be realized. Determining whether deferred tax assets are realizable is subjective and requires the use of significant judgment.

The Corporation assesses the relative risks and merits of tax positions for various transactions after considering statutes, regulations, judicial precedent and other available information and maintains tax accruals consistent with these assessments. This assessment is complex and requires judgment. The Corporation is subject to audit by taxing authorities that could question and/or challenge the tax positions taken by the Corporation. Changes in the estimate of accrued taxes occur due to changes in tax law, interpretations of existing tax laws, new judicial or regulatory guidance, and the status of examinations conducted by taxing authorities that impact the relative risks and merits of tax positions taken by the Corporation. These changes, when they occur, impact the estimate of accrued taxes and could be significant to the operating results of the Corporation. For further information on tax accruals and related risks, see Note 18 to the consolidated financial statements.

[Table of Contents](#)

SUPPLEMENTAL FINANCIAL DATA

The Corporation believes non-GAAP measures are meaningful because they reflect adjustments commonly made by management, investors, regulators and analysts to evaluate the adequacy of common equity and performance trends. Tangible common equity is used by the Corporation to measure the quality of capital and the return relative to balance sheet risk. Common equity tier 1 capital ratio removes preferred stock from the Tier 1 capital ratio as defined by and calculated in conformity with bank regulations. The tangible common equity ratio removes the effect of intangible assets from capital and total assets. Tangible common equity per share of common stock removes the effect of intangible assets from common shareholders' equity per share of common stock.

The following table provides a reconciliation of non-GAAP financial measures and regulatory ratios used in this financial review with financial measures defined by GAAP. (dollar amounts in millions)

December 31	2023	2022	2024	2023			
December 31							
Common Equity Tier 1 Capital:							
Common Equity Tier 1 Capital:							
Common Equity Tier 1 Capital:							
Tier 1 capital							
Tier 1 capital							
Tier 1 capital							
Less:							
Fixed-rate reset non-cumulative perpetual preferred stock							
Fixed-rate reset non-cumulative perpetual preferred stock							
Fixed-rate reset non-cumulative perpetual preferred stock							
Common equity tier 1 capital							
Common equity tier 1 capital							
Common equity tier 1 capital							
Risk-weighted assets							
Tier 1 capital ratio		Tier 1 capital ratio	11.60 %	10.50 %	Tier 1 capital ratio	12.43 %	11.60 %
Common equity tier 1 capital ratio							
Tangible Common Equity Ratio:							
Tangible Common Equity Ratio:							
Tangible Common Equity Ratio:							
Total shareholders' equity							
Total shareholders' equity							
Total shareholders' equity							
Less:							
Fixed-rate reset non-cumulative perpetual preferred stock							
Fixed-rate reset non-cumulative perpetual preferred stock							
Fixed-rate reset non-cumulative perpetual preferred stock							
Common shareholders' equity							
Less:							
Goodwill							
Goodwill							
Goodwill							
Other intangible assets							
Tangible common equity							
Total assets							
Less:							
Goodwill							
Goodwill							
Goodwill							
Other intangible assets							
Tangible assets							
Common equity ratio		Common equity ratio	7.00 %	5.60 %	Common equity ratio	7.75 %	7.00 %
Tangible common equity ratio							
Tangible Common Equity per Share of Common Stock:							
Common shareholders' equity							
Common shareholders' equity							
Common shareholders' equity							
Tangible common equity							

Shares of common stock outstanding (in millions)
Common shareholders' equity per share of common stock
Tangible common equity per share of common stock

[Table of Contents](#)

FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. In addition, the Corporation may make other written and oral communications from time to time that contain such statements. All statements regarding the Corporation's expected financial position, strategies and growth prospects as well as general economic conditions expected to exist in the future are forward-looking statements. The words, "anticipates," "believes," "contemplates," "feels," "expects," "estimates," "seeks," "strives," "plans," "intends," "outlook," "forecast," "position," "target," "mission," "assume," "achievable," "potential," "strategy," "goal," "aspiration," "opportunity," "initiative," "outcome," "continue," "remain," "maintain," "on track," "trend," "objective," "looks forward," "projects," "models" and variations of such words and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions, as they relate to the Corporation or its management, are intended to identify forward-looking statements. The Corporation cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date the statement is made, and the Corporation does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

In addition to factors mentioned elsewhere in this report or previously disclosed in the Corporation's SEC reports (accessible on the SEC's website at www.sec.gov or on the Corporation's website at www.comerica.com), actual results could differ materially from forward-looking statements and future results could differ materially from historical performance due to a variety of reasons, including but not limited to, the following factors:

- changes in customer behavior may adversely impact the Corporation's business, financial condition and results of operations;
- unfavorable developments concerning credit quality could adversely affect the Corporation's financial results;
- declines in the businesses or industries of the Corporation's customers could cause increased credit losses or decreased loan balances, which could adversely affect the Corporation;
- governmental monetary and fiscal policies may adversely affect the financial services industry, and therefore impact the Corporation's financial condition and results of operations;
- fluctuations in interest rates and their impact on deposit pricing could adversely affect the Corporation's net interest income and balance sheet;
- the Corporation's transition away from the Bloomberg Short-Term Bank Yield Index could adversely affect its financial results;
- the Corporation must maintain adequate sources of funding and liquidity to meet regulatory expectations, support its operations and fund outstanding liabilities;
- reduction in the Corporation's credit ratings could adversely affect the Corporation and/or the holders of its securities;
- the soundness of other financial institutions could adversely affect the Corporation;
- security risks, including denial of service attacks, hacking, social engineering attacks targeting the Corporation's colleagues and customers, malware intrusion or data corruption attempts, and identity theft, could result in the disclosure of confidential information, adversely affect its business or reputation, and create significant legal and financial exposure;
- cybersecurity and data privacy are areas of heightened legislative and regulatory focus;
- the Corporation's operational or security systems or infrastructure, or those of third parties, could fail or be breached, which could disrupt Comerica's business and adversely impact the Corporation's results of operations, liquidity and financial condition, as well as cause legal or reputational harm;
- the Corporation relies on other companies to provide certain key components of its delivery systems, and certain failures could materially adversely affect operations;
- legal and regulatory proceedings and related financial services industry matters, including those directly involving the Corporation and its subsidiaries, could adversely affect the Corporation or the financial services industry in general;
- the Corporation may incur losses due to fraud;
- controls and procedures may fail to prevent or detect all errors or acts of fraud;
- changes in regulation or oversight, or changes in Comerica's status with respect to existing regulations or oversight, may have a material adverse impact on the Corporation's operations;
- compliance with more stringent capital requirements may adversely affect the Corporation;
- changes to tax law or regulations, or changes to administrative or judicial interpretations of tax law or regulations, could adversely affect the Corporation;

[Table of Contents](#)

- damage to the Corporation's reputation could damage its businesses;
- the Corporation may not be able to utilize technology to develop, market and deliver new products and services to its customers;
- competitive product and pricing pressures within the Corporation's markets may change;

- the introduction, implementation, withdrawal, success and timing of business initiatives and strategies may be less successful or may be different than anticipated, which could adversely affect the Corporation's business;
- management's ability to maintain and expand customer relationships may differ from expectations;
- management's ability to retain key officers and employees may change;
- any future strategic acquisitions or divestitures may present certain risks to the Corporation's business and operations;
- general political, economic or industry conditions, either domestically or internationally, may be less favorable than expected;
- inflation could negatively impact the Corporation's business, profitability and stock price;
- methods of reducing risk exposures might not be effective;
- catastrophic events, including pandemics, may adversely affect the general economy, financial and capital markets, specific industries, and the Corporation;
- climate change manifesting as physical or transition risks could adversely affect the Corporation's operations, businesses and customers;
- changes in accounting standards could materially impact the Corporation's financial statements;
- the Corporation's accounting policies and processes are critical to the reporting of financial condition and results of operations and require management to make estimates about matters that are uncertain;
- the Corporation's stock price can be volatile; and
- an investment in the Corporations' equity securities is not insured or guaranteed by the FDIC.

CONSOLIDATED BALANCE SHEETS Comerica Incorporated and Subsidiaries

(in millions, except share data)

December 31

December 31

December 31

ASSETS

ASSETS

ASSETS

Cash and due from banks

Cash and due from banks

Cash and due from banks

Interest-bearing deposits with banks

Other short-term investments

Investment securities available-for-sale

Commercial loans

Real estate construction loans

Commercial mortgage loans

Lease financing

International loans

Residential mortgage loans

Consumer loans

Total loans

Allowance for loan losses

Net loans

Premises and equipment

Accrued income and other assets

Total assets

LIABILITIES AND SHAREHOLDERS' EQUITY

Noninterest-bearing deposits

Noninterest-bearing deposits

Noninterest-bearing deposits

Money market and interest-bearing checking deposits

Savings deposits

2023 2022 2024 2023

Customer certificates of deposit	
Other time deposits	
Foreign office time deposits	
Total interest-bearing deposits	
Total deposits	
Short-term borrowings	
Accrued expenses and other liabilities	
Medium- and long-term debt	
Total liabilities	
Fixed-rate reset non-cumulative perpetual preferred stock, series A, no par value, \$100,000 liquidation preference per share:	
Authorized - 4,000 shares	
Authorized - 4,000 shares	
Authorized - 4,000 shares	
Issued - 4,000 shares	
Issued - 4,000 shares	
Issued - 4,000 shares	
Common stock - \$5 par value:	
Authorized - 325,000,000 shares	
Authorized - 325,000,000 shares	
Authorized - 325,000,000 shares	
Issued - 228,164,824 shares	
Issued - 228,164,824 shares	
Issued - 228,164,824 shares	
Capital surplus	
Accumulated other comprehensive loss	
Retained earnings	
Less cost of common stock in treasury - 96,266,568 shares at 12/31/2023 and 97,197,962 shares at 12/31/2022	
Less cost of common stock in treasury - 96,755,368 shares at 12/31/2024 and 96,266,568 shares at 12/31/2023	
Total shareholders' equity	
Total liabilities and shareholders' equity	

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

Comerica Incorporated and Subsidiaries

(in millions, except per share data)

(in millions, except per share data)

(in millions, except per share data)

Years Ended December 31

Years Ended December 31

Years Ended December 31

INTEREST INCOME

INTEREST INCOME

INTEREST INCOME

Interest and fees on loans

Interest and fees on loans

Interest and fees on loans

Interest on investment securities

Interest on short-term investments

 Total interest income

INTEREST EXPENSE

Interest on deposits

Interest on deposits

2023

2022

2021

2024

2023

2022

Interest on deposits
Interest on short-term borrowings
Interest on medium- and long-term debt
<hr/> Total interest expense
Net interest income
Provision for credit losses
Net interest income after provision for credit losses
NONINTEREST INCOME
Card fees
Card fees
Card fees
Fiduciary income
Service charges on deposit accounts
Capital markets income
Commercial lending fees
Brokerage fees
Bank-owned life insurance
Letter of credit fees
Brokerage fees
Risk management hedging (loss) income
Risk management hedging (loss) income
Risk management hedging (loss) income
Risk management hedging income (loss)
Net losses on debt securities
Other noninterest income
Total noninterest income
NONINTEREST EXPENSES
Salaries and benefits expense
Salaries and benefits expense
Salaries and benefits expense
Outside processing fee expense
FDIC insurance expense
Occupancy expense
Software expense
FDIC insurance expense
Equipment expense
Advertising expense
Other noninterest expenses
Total noninterest expenses
Income before income taxes
Provision for income taxes
NET INCOME
Less:
Income allocated to participating securities
Income allocated to participating securities
Income allocated to participating securities
Preferred stock dividends
Net income attributable to common shares
Earnings per common share:
Basic
Basic

Basic

Diluted

Cash dividends declared on common stock

Cash dividends declared per common share

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME Comerica Incorporated and Subsidiaries

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

2023 2022 2021 2024 2023 2022

NET INCOME

OTHER COMPREHENSIVE INCOME (LOSS)

Unrealized gains (losses) on investment securities:

Unrealized gains (losses) on investment securities:

Unrealized gains (losses) on investment securities:

Net unrealized holding gains (losses) arising during the period

Net unrealized holding gains (losses) arising during the period

Net unrealized holding gains (losses) arising during the period

OTHER COMPREHENSIVE (LOSS) INCOME

Unrealized (losses) gains on investment securities:

Unrealized (losses) gains on investment securities:

Unrealized (losses) gains on investment securities:

Net unrealized holding (losses) gains arising during the period

Net unrealized holding (losses) gains arising during the period

Net unrealized holding (losses) gains arising during the period

Less: Reclassification adjustment for net securities losses included in net income

Change in net unrealized gains (losses) before income taxes

Change in net unrealized gains (losses) before income taxes

Change in net unrealized gains (losses) before income taxes

Change in net unrealized (losses) gains before income taxes

Change in net unrealized (losses) gains before income taxes

Change in net unrealized (losses) gains before income taxes

Net gains (losses) on cash flow hedges:

Net cash flow hedge gains (losses) arising during the period before income taxes

Net cash flow hedge gains (losses) arising during the period before income taxes

Net cash flow hedge gains (losses) arising during the period before income taxes

Net cash flow hedge (losses) gains arising during the period before income taxes

Net cash flow hedge (losses) gains arising during the period before income taxes

Net cash flow hedge (losses) gains arising during the period before income taxes

Reclassification of loss related to de-designation of derivatives to other noninterest income

Less:

Net cash flow hedge (losses) gains recognized in interest and fees on loans before taxes

Net cash flow hedge (losses) gains recognized in interest and fees on loans before taxes

Net cash flow hedge (losses) gains recognized in interest and fees on loans before taxes

Net cash flow hedge losses recognized in interest and fees on loans before taxes

Net cash flow hedge losses recognized in interest and fees on loans before taxes

Net cash flow hedge losses recognized in interest and fees on loans before taxes

Amortization of unrealized losses related to de-designated derivatives included in interest and fees on loans

Change in net cash flow hedge gains (losses) before income taxes

Defined benefit pension and other postretirement plans adjustment:

Actuarial gain (loss) arising during the period

Actuarial gain (loss) arising during the period
Actuarial gain (loss) arising during the period
Prior service credit arising during the period
Adjustments for amounts recognized as components of net periodic benefit cost:
Adjustments for amounts recognized as components of net periodic benefit cost:
Adjustments for amounts recognized as components of net periodic benefit cost:
Amortization of actuarial net loss
Amortization of actuarial net loss
Amortization of actuarial net loss
Amortization of prior service credit
Change in defined benefit pension and other postretirement plans adjustment before income taxes
Change in defined benefit pension and other postretirement plans adjustment before income taxes
Change in defined benefit pension and other postretirement plans adjustment before income taxes
Total other comprehensive income (loss) before income taxes
Provision (benefit) for income taxes
Total other comprehensive income (loss), net of tax
Total other comprehensive (loss) income before income taxes
(Benefit) provision for income taxes
Total other comprehensive (loss) income, net of tax
COMPREHENSIVE INCOME (LOSS)

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Comerica Incorporated and Subsidiaries

Accumulated																	
Nonredeemable																	
Nonredeemable																	
Nonredeemable		Common Stock			Other			Total									
Preferred		Shares		Capital Comprehensive Retained Treasury Shareholders'													
Nonredeemable		Nonredeemable		Accumulated Other													
Preferred Stock		Preferred Stock		Comprehensive Stock Loss													
(in millions, except per share data)		Income (Loss)		Earnings		Stock		Equity									
(in millions, except per share data)		Nonredeemable		Shares		Capital		Retained									
Preferred Stock		Outstanding		Amount		Surplus		Earnings									
Nonredeemable		Stock		Stock		Treasury		Stock									
(in millions, except per share data)		(in millions, except per share data)		(in millions, except per share data)		(in millions, except per share data)		(in millions, except per share data)									
BALANCE AT		DECEMBER 31,		2020		BALANCE AT		DECEMBER 31,									
BALANCE AT		DECEMBER 31,		2021		BALANCE AT		DECEMBER 31,									
Net income																	
Net income																	
Net income																	
Other comprehensive loss, net of tax																	
Cash dividends declared on common stock (\$2.72 per share)																	
BALANCE AT		DECEMBER 31,		2020		BALANCE AT		DECEMBER 31,									
BALANCE AT		DECEMBER 31,		2021		BALANCE AT		DECEMBER 31,									
Capital																	
Retained Earnings																	
Treasury Stock																	
Amount																	
Amount																	
Surplus																	
Earnings																	
Stock																	

Cash dividends declared on preferred stock
Purchase of common stock
Net issuance of common stock under employee stock plans
Net issuance of common stock under employee stock plans
Net issuance of common stock under employee stock plans
Share-based compensation
Share-based compensation
Share-based compensation
BALANCE AT DECEMBER 31, 2021
BALANCE AT DECEMBER 31, 2022
BALANCE AT DECEMBER 31, 2021
BALANCE AT DECEMBER 31, 2022
BALANCE AT DECEMBER 31, 2021
BALANCE AT DECEMBER 31, 2022
Net income
Net income
Net income
Other comprehensive loss, net of tax
Cash dividends declared on common stock (\$2.72 per share)
Cash dividends declared on preferred stock
Purchase of common stock
Net issuance of common stock under employee stock plans
Net issuance of common stock under employee stock plans
Net issuance of common stock under employee stock plans
Share-based compensation
Share-based compensation
Share-based compensation
BALANCE AT DECEMBER 31, 2022
BALANCE AT DECEMBER 31, 2022
BALANCE AT DECEMBER 31, 2022
Net income
Net income
Net income
Other comprehensive income, net of tax

Cash dividends
declared on
common stock
(\$2.84 per share)
Cash dividends
declared on preferred
stock
Net issuance of common stock under
employee stock plans
Net issuance of common stock under
employee stock plans
Net issuance of common stock under
employee stock plans
Share-based compensation
Share-based compensation
Share-based compensation
BALANCE AT DECEMBER 31, 2023
BALANCE AT DECEMBER 31, 2023
BALANCE AT DECEMBER 31, 2023
Cumulative effect of change in
accounting principle (a)
Cumulative effect of change in
accounting principle (a)
Cumulative effect of change in
accounting principle (a)
Net income
Other comprehensive
loss, net of tax
Cash dividends
declared on
common stock
(\$2.84 per share)
Cash dividends
declared on preferred
stock
Purchase of common
stock
Net issuance of common stock under
employee stock plans
Net issuance of common stock under
employee stock plans
Net issuance of common stock under
employee stock plans
Share-based compensation
Share-based compensation
Share-based compensation
BALANCE AT DECEMBER 31, 2024
BALANCE AT DECEMBER 31, 2024
BALANCE AT DECEMBER 31, 2024

See notes to consolidated financial statements.

(a) Effective January 1, 2024, the Corporation adopted ASU 2023-02, which expanded the permitted use of the proportional amortization method to certain tax credit investments.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Comerica Incorporated and Subsidiaries

(in millions)

(in millions)

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

OPERATING ACTIVITIES

OPERATING ACTIVITIES

OPERATING ACTIVITIES

2023 2022 2021 2024 2023 2022

Net income

Net income

Net income

Adjustments to reconcile net income to net cash provided by operating activities:

Provision for credit losses

Provision for credit losses

Provision for credit losses

(Benefit) provision for deferred income taxes

Benefit for deferred income taxes

Depreciation and amortization

Net periodic defined benefit credit

Share-based compensation expense

Net amortization of securities

Net gains on sales of foreclosed and other bank property

Net gains on sales of foreclosed and other bank property

Net securities losses

Net securities losses

Net securities losses

Net gains on sales of foreclosed and other bank property

Net change in:

Net change in:

Net change in:

Accrued income receivable

Accrued income receivable

Accrued income receivable

Accrued expenses payable

Other, net

Net cash provided by operating activities

INVESTING ACTIVITIES

Investment securities available-for-sale:

Investment securities available-for-sale:

Investment securities available-for-sale:

Maturities and redemptions

Maturities and redemptions

Maturities and redemptions

Purchases

Purchases

Sales

Purchases

Net change in loans

Proceeds from sales of foreclosed and other bank property
Net increase in premises and equipment
Federal Home Loan Bank stock:
Purchases
Purchases
Purchases
Redemptions
Proceeds from bank-owned life insurance settlements
Other, net
Net cash provided by (used in) investing activities
FINANCING ACTIVITIES
Net change in:
Net change in:
Net change in:
Deposits
Deposits
Deposits
Short-term borrowings
Medium- and long-term debt:
Maturities and redemptions
Maturities and redemptions
Maturities and redemptions
Issuances and advances
Cash dividends paid on preferred stock
Cash dividends paid on preferred stock
Cash dividends paid on preferred stock
Common stock:
Repurchases
Repurchases
Repurchases
Stock tendered for payment of withholding taxes
Cash dividends paid
Issuances under employee stock plans
Other, net
Net cash (used in) provided by financing activities
Net increase (decrease) in cash and cash equivalents
Net cash used in financing activities
Net (decrease) increase in cash and cash equivalents
Cash and cash equivalents at beginning of period
Cash and cash equivalents at end of period
Interest paid
Income taxes paid

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

NOTE 1 - BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Organization

Comerica Incorporated (the Corporation) is a registered financial holding company headquartered in Dallas, Texas. The Corporation's major business segments are the Commercial Bank, the Retail Bank and Wealth Management. For further discussion of each business segment, refer to Note 22. The Corporation and its banking subsidiaries are regulated at both the state and federal levels.

The accounting and reporting policies of the Corporation conform to United States (U.S.) generally accepted accounting principles (GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Actual results could differ from these estimates. Certain amounts in the financial statements for prior years have been reclassified to conform to the current financial statement presentation.

The following summarizes the significant accounting policies of the Corporation applied in the preparation of the accompanying consolidated financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation and the accounts of those subsidiaries that are majority owned and in which the Corporation has a controlling financial interest. The Corporation consolidates entities not determined to be variable interest entities (VIEs) when it holds a controlling financial interest and generally applies the cost or equity method when it holds less than a controlling financial interest. In consolidation, all significant intercompany accounts and transactions are eliminated. The results of operations of companies acquired are included from the date of acquisition.

The Corporation holds investments in certain legal entities that are considered VIEs. In general, a VIE is an entity that either (1) has an insufficient amount of equity to carry out its principal activities without additional subordinated financial support, (2) has a group of equity owners that are unable to make significant decisions about its activities, or (3) has a group of equity owners that do not have the obligation to absorb their proportionate share of losses or the right to receive their proportionate share of returns generated by its operations. If any of these characteristics are present, the entity is subject to a variable interests consolidation model, and consolidation is based on variable interests, not on voting interests. Variable interests are defined as contractual ownership or other economic interests in an entity that change with fluctuations in the fair value of the entity's net asset value assets. The primary beneficiary is required to consolidate the VIE as it has both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits that could be significant to the VIE. The maximum potential exposure to losses relative to investments in VIEs is generally limited to the sum of the outstanding book basis and unfunded commitments for future investments.

The Corporation evaluates its investments in VIEs, both at inception and when there is a change in circumstances that requires reconsideration, to determine if the Corporation is the primary beneficiary and consolidation is required. The Corporation accounts for unconsolidated VIEs using either the proportional, cost or equity method. These investments comprise of investments in community development projects certain tax equity structures which generate tax credits to their investors and are included in accrued income and other assets on the Consolidated Balance Sheets.

The proportional method is used for investments in tax equity structures meeting certain criteria and that qualify for tax credits such as qualified affordable housing projects that qualify for the low-income housing tax credit (LIHTC), and expansion into new markets. The equity method is used for other investments where the Corporation has the ability to exercise significant influence over an entity's or its underlying project's operations and financial policies. Other unconsolidated equity investments that do not meet the criteria to be accounted for under the equity method are accounted for under the cost method. Amortization and other write-downs of LIHTC proportional amortization method investments are presented on a net basis as a component of the provision for income taxes, while income, amortization and write-downs from cost and equity method investments are recorded in other noninterest income on the Consolidated Statements of Income.

See Note 9 for additional information about the Corporation's involvement with VIEs.

Assets held in an agency or fiduciary capacity are not assets of the Corporation and are not included in the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Fair Value Measurements

The Corporation utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The determination of fair values of financial instruments often requires the use of estimates. In cases where quoted market values in an active market are not available, the Corporation uses present value techniques and other valuation methods to estimate the fair values of its financial instruments. These valuation methods require considerable judgment and the resulting estimates of fair value can be significantly affected by the assumptions made and methods used.

Fair value is an estimate of the exchange price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (i.e., not a forced transaction, such as a liquidation or distressed sale) between market participants at the measurement date. Fair value is based on the assumptions market participants would use when pricing an asset or liability.

Investment securities available-for-sale, derivatives, deferred compensation plans and equity securities with readily determinable fair values (primarily money market mutual funds) are recorded at fair value on a recurring basis. Additionally, from time to time, the Corporation may be required to record other assets and liabilities at fair value on a nonrecurring basis, such as impaired loans, loans held for sale, other real estate (primarily foreclosed property), nonmarketable equity securities and certain other assets and liabilities. These nonrecurring fair value adjustments typically involve write-downs of individual assets or application of lower of cost or fair value accounting.

Fair value measurements and disclosures guidance establishes a three-level fair value hierarchy based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. Fair value measurements are separately disclosed by level within the fair value hierarchy. For assets and liabilities recorded at fair value, it is the Corporation's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements.

Level 1	Valuation is based on quoted prices for identical instruments traded in active markets.
Level 2	Valuation is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are less active, and model-based valuation techniques for which all significant assumptions are observable in the market.
Level 3	Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The Corporation generally utilizes third-party pricing services to value Level 1 and Level 2 securities. Management reviews the methodologies and assumptions used by the third-party pricing services and evaluates the values provided, principally by comparison with other available market quotes for similar instruments and/or analysis based on internal

models using available third-party market data. The Corporation may occasionally adjust certain values provided by the third-party pricing service when management believes, as the result of its review, that the adjusted price most appropriately reflects the fair value of the particular security.

Fair value measurements for assets and liabilities where limited or no observable market data exists are based primarily upon estimates, often calculated based on the economic and competitive environment, the characteristics of the asset or liability and other factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, so that changes in the underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the results of current or future values.

Following are descriptions of the valuation methodologies and key inputs used to measure financial assets and liabilities recorded at fair value, as well as a description of the methods and significant assumptions used to estimate fair value disclosures for financial instruments not recorded at fair value in their entirety on a recurring basis. The descriptions include an indication of the level of the fair value hierarchy in which the assets or liabilities are classified.

Deferred compensation plan assets and liabilities as well as equity securities with a readily determinable fair value

The Corporation holds a portfolio of securities that includes equity securities and assets held related to deferred compensation plans. Securities and associated deferred compensation plan liabilities are recorded at fair value on a recurring basis and included in other short-term investments and accrued expenses and other liabilities, respectively, on the Consolidated Balance Sheets. Level 1 securities include assets related to deferred compensation plans, which are invested in mutual funds.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and other securities traded on

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

an active exchange, such as the New York Stock Exchange. Level 2 securities include municipal bonds and mortgage-backed securities issued by U.S. government-sponsored entities and corporate debt securities. Deferred compensation plan liabilities represent the fair value of the obligation to the plan participant, which corresponds to the fair value of the invested assets. The methods used to value equity securities and deferred compensation plan assets are the same as the methods used to value investment securities, discussed below.

Investment securities available-for-sale

Investment securities available-for-sale are recorded at fair value on a recurring basis. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by U.S. government agencies and U.S. government-sponsored entities, as well as corporate debt securities. The fair value of Level 2 securities is determined using quoted prices of securities with similar characteristics, or pricing models based on observable market data inputs, primarily interest rates, spreads and prepayment information.

Securities classified as Level 3 represent securities in less liquid markets requiring significant management assumptions when determining fair value.

Loans held-for-sale

Loans held-for-sale, included in other short-term investments on the Consolidated Balance Sheets, are recorded at the lower of cost or fair value. Loans held-for-sale may be carried at fair value on a nonrecurring basis when fair value is less than cost. When the fair value is based on what secondary markets are currently offering for portfolios with similar characteristics, the loans are classified as Level 2. When secondary market information is not available, the fair value is estimated based on the repricing frequency of the loans and estimated credit risk using internally-developed lifetime loss estimates, resulting in the loans being classified as Level 3.

Loans

The Corporation does not record loans at fair value on a recurring basis. However, an individual allowance may be established for a loan that no longer shares risk characteristics with loan pools, typically collateral-dependent loans for which reserves are based on the fair value of the underlying collateral. Such loan values are reported as nonrecurring fair value measurements. Collateral values supporting individually evaluated loans are evaluated quarterly. When management determines that the fair value of the collateral requires additional adjustments, either as a result of non-current appraisal value or when there is no observable market price, the Corporation classifies the loan as Level 3.

Derivative assets and derivative liabilities

Derivative instruments held or issued for risk management or customer-initiated activities are traded in over-the-counter markets where quoted market prices are not readily available. Fair value for over-the-counter derivative instruments is measured on a recurring basis using internally developed models primarily based on market observable inputs, such as yield curves and option volatilities. The Corporation manages credit risk on its derivative positions based on whether the derivatives are settled through a clearinghouse or bilaterally with each counterparty. For derivative positions settled on a counterparty-by-counterparty basis, the Corporation calculates credit valuation adjustments, included in the fair value of these instruments, on the basis of its relationships at the counterparty portfolio or master netting agreement level. These credit valuation adjustments are determined by applying a credit spread for the counterparty or the Corporation, as appropriate, to the total expected exposure of the derivative after considering collateral and other master netting arrangements. These adjustments, which are considered Level 3 inputs, are based on estimates of current credit spreads to evaluate the likelihood of default. When credit valuation adjustments are significant to the overall fair value of a derivative, the Corporation classifies the over-the-counter derivative valuation in Level 3 of the fair value hierarchy; otherwise, over-the-counter derivative valuations are classified in Level 2.

Other real estate

Other real estate is included in accrued income and other assets on the Consolidated Balance Sheets and includes primarily foreclosed property. Foreclosed property is initially recorded at fair value, less costs to sell, at the date of legal title transfer to the Corporation, establishing a new cost basis. Subsequently, foreclosed property is carried at the lower of cost or fair value, less costs to sell. Other real estate may be carried at fair value on a nonrecurring basis when fair value is less than cost. Fair value is based upon independent market prices, appraised value or management's estimate of the value of the property. When management determines that the fair value of other real estate requires additional adjustments, either as a result

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

of a non-current appraisal or when there is no observable market price, the Corporation classifies the other real estate as Level 3.

For further information about fair value measurements refer to Note 2.

Other Short-Term Investments

Other short-term investments include deferred compensation plan assets, certificates of deposits, equity securities with a readily determinable fair value and loans held-for-sale.

Deferred compensation plan assets and equity securities are carried at fair value. Realized and unrealized gains or losses are included in other noninterest income on the Consolidated Statements of Income.

Loans held-for-sale include variable-rate demand notes, residential mortgages originated with the intent to sell and occasionally other loans transferred to held-for-sale. Loans held-for-sale are carried at the lower of cost or fair value. Fair value is determined in the aggregate for each portfolio. Changes in fair value and gains or losses upon sale are included in other noninterest income on the Consolidated Statements of Income.

Investment Securities

Debt securities are classified as trading, available-for-sale (AFS) or held-to-maturity. Trading securities are recorded at fair value, with unrealized gains and losses included in noninterest income on the Consolidated Statements of Income. AFS securities are recorded at fair value, with unrealized gains and losses, net of income taxes, reported as a separate component of other comprehensive income (OCI). Securities for which management has the intent and ability to hold to maturity are classified as held-to-maturity and recorded at amortized cost. Interest income is recognized using the interest method. Substantially all of the Corporation's investment securities are classified as AFS at **December 31, 2023** **December 31, 2024** and **2022, 2023**.

An AFS security is impaired if its fair value is less than amortized cost. Credit-related impairment is recognized as an allowance to investment securities available-for-sale on the Consolidated Balance Sheets with a corresponding adjustment to provision for credit losses on the Consolidated Statements of Income. Non-credit-related impairment is recognized as a component of OCI. If the Corporation intends to sell an impaired AFS security or more likely than not will be required to sell that security before recovering its amortized cost basis, the entire impairment amount is recognized in earnings with corresponding adjustment to the security's amortized cost basis.

For certain types of AFS securities, such as U.S. Treasuries and other securities with government guarantees, the Corporation generally expects zero credit losses. The zero-loss expectation applies to all the Corporation's securities and no allowance for credit losses was recorded on its AFS securities portfolio at **December 31, 2023** **December 31, 2024**.

Gains or losses on the sale of securities are computed based on the adjusted cost of the specific security sold.

For further information on investment securities, refer to Note 3.

Loans

Loans and leases originated and held for investment are recorded at the principal balance outstanding, net of unearned income, charge-offs and unamortized deferred fees and costs. Interest income is recognized on loans and leases using the interest method.

Effective January 1, 2023, the Corporation assesses all loan modifications to determine whether one is granted to a borrower experiencing financial difficulty, regardless of whether the modified loan terms include a concession, difficulty. Modifications granted to borrowers experiencing financial difficulty may be in the form of an interest rate reduction, an other-than-insignificant payment delay, a term extension, principal forgiveness or a combination thereof (collectively referred to as Financially Distressed Modifications or FDMs). Prior to 2023, the Corporation assessed all loan modifications to determine whether a restructuring constituted a troubled debt restructuring (TDR). A restructuring was considered a TDR when a borrower was experiencing financial difficulty and the Corporation granted a concession to the borrower.

Certain types of modifications related to COVID-19 that were granted during 2020 and 2021 were excluded from TDR accounting. See Note 1 in the 2021 10-K for additional information.

Effective January 1, 2020, the Corporation adopted ASU No. 2020-04 "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting," (ASU 2020-04). Typically, entities must evaluate whether a loan contract modification results in a modified loan or a new loan for accounting purposes. Topic 848 allows entities to bypass this evaluation for qualifying modifications related to reference rate reform. The Corporation applied the relief

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

provided by Topic 848 to qualifying contract modifications transitioning away from LIBOR. After LIBOR transition was substantially complete in third quarter 2023, the Corporation no longer applied the relief guidance.

Loan Origination Fees and Costs

Substantially all loan origination fees and costs are deferred and amortized to net interest income over the life of the related loan or over the commitment period as a yield adjustment. Net deferred income on originated loans, including unearned

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

income and unamortized costs, fees, premiums and discounts, totaled \$92 million and \$94 million at December 31, 2024 and \$118 million at December 31, 2023 and 2022, 2023, respectively.

Loan fees on unused commitments and net origination fees related to loans sold are recognized in noninterest income.

Allowance for Credit Losses

The allowance for credit losses includes both the allowance for loan losses and the allowance for credit losses on lending-related commitments.

The Corporation disaggregates the loan portfolio into segments for purposes of determining the allowance for credit losses. These segments are based on the level at which the Corporation develops, documents and applies a systematic methodology to determine the allowance for credit losses. The Corporation's portfolio segments are business loans and retail loans. Business loans include the commercial, real estate construction, commercial mortgage, lease financing and international loan portfolios. Retail loans consist of residential mortgage and consumer loans, including home equity loans.

Current expected credit losses are estimated over the contractual life of the loan portfolio, considering all available relevant information, including historical and current conditions as well as reasonable and supportable forecasts of future events.

For further information on the Allowance for Credit Losses, refer to Note 4.

Allowance for Loan Losses

The allowance for loan losses is estimated on a quarterly basis and represents management's estimates of current expected credit losses in the Corporation's loan portfolio. Pools of loans with similar risk characteristics are collectively evaluated while loans that no longer share risk characteristics with loan pools are evaluated individually.

Collective loss estimates are determined by applying loss factors, designed to estimate current expected credit losses, to amortized cost balances over the remaining contractual life of the collectively evaluated portfolio. Loans with similar risk characteristics are aggregated into homogeneous pools. Business loans are assigned to pools based primarily on business line and the Corporation's internal risk rating system. For retail loans, pools are based on loan type, past due status and credit scores. Loss factors are based on an estimated probability of default for each pool, set to a default horizon based on contractual life, and loss given default. Historical estimates are calibrated to economic forecasts over the reasonable and supportable forecast period based on the projected performance of specific economic variables that statistically correlate with each of the probability of default and loss given default pools. At least annually, management considers different models when estimating credit losses, selecting ones that most reasonably forecast credit losses in the relevant economic environment.

The calculation of current expected credit losses is inherently subjective, as it requires management to exercise judgment in determining appropriate factors used to determine the allowance. Some of the most significant factors in the quantitative allowance estimate are assigning internal risk ratings to loans, selecting the economic forecasts used to calibrate the reserve factors and determining the reasonable and supportable forecast period.

- Internal Risk Ratings:** Loss factors are dependent on loan risk ratings for business loans. Risk ratings are assigned at origination, based on inherent credit risk, and updated based on new information that becomes available, periodic reviews of credit quality, a change in borrower performance or modifications to lending agreements.
- Economic Forecasts:** Management selects economic variables it believes to be most relevant based on the composition of the loan portfolio and customer base, including forecasted levels of employment, gross domestic product, corporate bond and treasury spreads, industrial production levels, consumer and commercial real estate price indices as well as housing statistics. Different economic forecast scenarios ranging from more benign to more severe are evaluated each reporting period to forecast losses over the contractual life of the loan portfolio.
- Forecast Period:** Economic forecasts are applied over the period management believes it can estimate reasonable and supportable forecasts. Forecast periods may be adjusted in response to changes in the economic environment. To estimate losses for contractual periods that extend beyond the forecast horizon, the Corporation reverts to an average historical loss

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

experience. The Corporation typically forecasts economic variables over a two-year horizon, followed by an immediate reversion to an average historical loss experience that generally incorporates a full economic cycle. Management reviews this methodology on at least an annual basis.

The allowance for loan losses also includes qualitative adjustments to bring the allowance to the level management believes is appropriate based on factors that have not otherwise been fully accounted for, including adjustments for foresight risk, input imprecision and model imprecision. Foresight risk reflects the inherent imprecision in forecasting economic

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

variables, including determining the depth and duration of economic cycles and their impact to relevant economic variables. The Corporation may make qualitative adjustments based on its evaluation of different forecast scenarios and known recent events impacting relevant economic variables. Input imprecision factors address the risk that certain model inputs may not reflect all available information including (i) risk factors that have not been fully addressed in internal risk ratings, (ii) changes in lending policies and procedures, (iii) changes in the level and quality of experience held by lending management, (iv) imprecision in the risk rating system and (v) limitations in data available for certain loan portfolios. Model imprecision considers known model limitations and model updates not yet fully reflected in the quantitative estimate.

The determination of the appropriate qualitative adjustment is based on management's analysis of current and expected economic conditions and their impact to the portfolio, as well as internal credit risk movements and a qualitative assessment of the lending environment, including underwriting standards. Management recognizes the sensitivity of various assumptions made in the quantitative modeling of expected losses and may adjust reserves depending upon the level of uncertainty that currently exists in one or more assumptions.

Credit losses for loans that no longer share risk characteristics with the loan pools are estimated on an individual basis. Individual credit loss estimates are typically performed for nonaccrual loans and are based on one of several methods, including the estimated fair value of the underlying collateral, observable market value of similar debt or the present value of expected cash flows. The Corporation considers certain loans to be collateral-dependent if the borrower is experiencing financial difficulty and management expects repayment for the loan to be substantially through the operation or sale of the collateral. For collateral-dependent loans, loss estimates are based on the fair value of collateral, less estimated cost to sell (if applicable). Collateral values supporting individually evaluated loans are assessed quarterly and appraisals are typically obtained at least annually.

The total allowance for loan losses is sufficient to absorb expected credit losses over the contractual life of the portfolio. Unanticipated events impacting the economy, including political instability or global events affecting the U.S. economy, could cause changes to expectations for current conditions and economic forecasts that result in an unanticipated increase in the allowance. Significant increases in current portfolio exposures or changes in credit characteristics could also increase the amount of the allowance. Such events, or others of similar nature, may result in the need for additional provision for credit losses in order to maintain an allowance that complies with credit risk and accounting policies.

Loans deemed uncollectible are charged off and deducted from the allowance. Recoveries on loans previously charged off are added to the allowance.

Credit losses are not estimated for accrued interest receivable as interest that is deemed uncollectible is written off through interest income.

Allowance for Credit Losses on Lending-Related Commitments

The allowance for credit losses on lending-related commitments estimates current expected credit losses on collective pools of letters of credit and unused commitments to extend credit based on reserve factors, determined in a manner similar to business loans, multiplied by a probability of draw estimate, based on historical experience and credit risk, applied to commitment amounts. The allowance for credit losses on lending-related commitments is included in accrued expenses and other liabilities on the Consolidated Balance Sheets, with the corresponding charge included in the provision for credit losses on the Consolidated Statements of Comprehensive Income.

Nonperforming Assets

Nonperforming assets consist of nonaccrual loans **reduced-rate loans** and foreclosed property.

A loan is considered past due when the contractually required principal or interest payment is not received by the specified due date or, for certain loans, when a scheduled monthly payment is past due and unpaid for 30 days or more. Business loans are generally placed on nonaccrual status when management determines full collection of principal or interest is unlikely or when principal or interest payments are 90 days past due, unless the loan is fully collateralized and in the process of collection. The past-due status of a business loan is one of many indicative factors considered in determining the **collectability**.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

collectability of the credit. The primary driver of when the principal amount of a business loan should be fully or partially charged-off is based on a qualitative assessment of the recoverability of the principal amount from collateral and other cash flow sources. Residential mortgage and home equity loans are generally placed on nonaccrual status once they become 90 days past due and are charged off to current appraised values less costs to sell no later than 180 days past due. In addition, junior lien home equity loans less than 90 days past due are placed on nonaccrual status if they have underlying risk characteristics that place full collection of the loan in doubt, such as when the related senior lien position is identified as seriously delinquent. Residential mortgage and consumer loans in bankruptcy for which the court has discharged the borrower's obligation and the borrower has

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

not reaffirmed the debt are placed on nonaccrual status and written down to estimated collateral value, without regard to the actual payment status of the loan. All other consumer loans are generally placed on nonaccrual status at 90 days past due and are charged off at no later than 120 days past due, or earlier if deemed uncollectible.

At the time a loan is placed on nonaccrual status, interest previously accrued but not collected is charged against current income. Principal and interest payments received on such loans are generally first applied as a reduction of principal. Income on nonaccrual loans is then recognized only to the extent that cash is received after principal has been fully repaid or future collection of principal is probable. Generally, a loan may be returned to accrual status when all delinquent principal and interest have been received and the Corporation expects repayment of the remaining contractual principal and interest, or when the loan or debt security is both well secured and in the process of collection.

Foreclosed property (primarily real estate) is initially recorded at fair value, less costs to sell, at the date of legal title transfer to the Corporation and subsequently carried at the lower of cost or fair value, less estimated costs to sell. Loans are reclassified to foreclosed property upon obtaining legal title to the collateral. Independent appraisals are obtained to substantiate the fair value of foreclosed property at the time of foreclosure and updated at least annually or upon evidence of deterioration in the property's value. At the time of foreclosure, the adjustment for the difference between the related loan balance and fair value (less estimated costs to sell) of the property acquired is charged or credited to

the allowance for loan losses. Subsequent write-downs, operating expenses and losses upon sale, if any, are charged to noninterest expenses. Foreclosed property is included in accrued income and other assets on the Consolidated Balance Sheets.

Premises and Equipment

Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation, computed using the straight-line method, is charged to occupancy expenses in the Consolidated Statements of Income over the estimated useful lives of the assets. Estimated useful lives are generally 3 years to 33 years for premises that the Corporation owns and 3 years to 8 years for furniture and equipment. Leasehold improvements are generally amortized over the terms of their respective leases or 10 years, whichever is shorter.

Operating Leases

Operating leases with a term greater than one year are recognized as lease liabilities, measured as the present value of unpaid lease payments for operating leases where the Corporation is the lessee, and corresponding right-of-use (ROU) assets for the right to use the leased properties. Operating lease liabilities, recorded in accrued expenses and other liabilities, reflect the Corporation's obligation to make future lease payments, primarily for real estate locations. Lease terms typically comprise contractual terms but may include extension options reasonably certain of being exercised at lease inception for certain strategic locations such as regional headquarters. Payments are discounted using the Corporation's incremental borrowing rate, or the rate it would pay to borrow amounts equal to the lease payments over the lease term. The Corporation does not separate lease and non-lease components for contracts in which it is the lessee. ROU assets, recorded in accrued income and other assets, are measured based on lease liabilities adjusted for incentives as well as accrued and prepaid rent. Operating lease expense is recognized on a straight-line basis over the lease term, while variable lease payments are recognized as incurred. Common area maintenance and other executory costs are the main components of variable lease payments. Operating and variable lease expenses are recorded in net occupancy expense on the Consolidated Statements of Income.

Software

Capitalized software, stated at cost less accumulated amortization, includes purchased software, capitalizable application development costs associated with internally developed software and cloud computing arrangements, including capitalizable implementation costs associated with hosting arrangements that are service contracts. Cloud computing arrangements include software as a service (SaaS), platform as a service (PaaS), infrastructure as a service (IaaS) and other similar hosting arrangements. The Corporation primarily utilizes SaaS and IaaS arrangements. Capitalized implementation costs of hosting arrangements that are service contracts were **\$61** million and **\$43** million, net of accumulated depreciation of **\$30** million and **\$14** million at December 31, 2024 and **\$5** million at December 31, 2023 and December 31, 2022, respectively. Depreciation expense related to these costs was **\$9** million and **\$4** million for the years ended December 31, 2023 December 31, 2024 and 2022, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Capitalized software is included in accrued income and other assets on the Consolidated Balance Sheets. Amortization expense, generally computed on the straight-line method, is charged to software expense in the Consolidated Statements of Income over the estimated useful life of the software, generally five years, or the term of the hosting arrangement for implementation costs related to service contracts.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Goodwill and Intangibles

Goodwill, included in accrued income and other assets on the Consolidated Balance Sheets, is initially recorded as the excess of the purchase price over the fair value of net assets acquired in a business combination and is subsequently evaluated at least annually for impairment. Goodwill impairment testing is performed at the reporting unit level, equivalent to a business segment or one level below. The Corporation has three reporting units: the Commercial Bank, the Retail Bank and Wealth Management.

The Corporation performs its annual evaluation of goodwill impairment in the third quarter of each year and may elect to perform a quantitative impairment analysis or first conduct a qualitative analysis to determine if a quantitative analysis is necessary. Additionally, the Corporation evaluates goodwill impairment on an interim basis if events or changes in circumstances between annual tests indicate additional testing may be warranted to determine if goodwill might be impaired. Factors considered in the assessment of the likelihood of impairment include macroeconomic conditions, industry and market considerations, stock performance of the Corporation and its peers, financial performance of the reporting units, and previous results of goodwill impairment tests, amongst other factors. Based on the results of the qualitative analysis, the Corporation determines whether a quantitative test is necessary. The quantitative test compares the estimated fair value of identified reporting units with their carrying amount, including goodwill. If the estimated fair value of the reporting unit is less than the carrying value, an impairment charge would be recorded for the excess, not to exceed the amount of goodwill allocated to the reporting unit.

Intangibles are amortized on an accelerated basis, based on the estimated period the economic benefits are expected to be received. Intangibles are reviewed for impairment when events or changes in circumstances indicate that their carrying amounts may not be recoverable. Impairment for a finite-lived intangible asset exists if the sum of the undiscounted cash flows expected to result from the use of the asset exceeds its carrying value.

Additional information regarding goodwill and intangibles can be found in Note 7.

Nonmarketable Equity Securities

The Corporation has certain investments that are not readily marketable. These investments include a portfolio of investments in indirect private equity and venture capital funds and restricted equity investments, which are securities the Corporation is required to hold for various reasons, primarily Federal Home Loan Bank of Dallas (FHLB) and Federal Reserve Bank (FRB) stock. These investments are accounted for on the cost or equity method and are included in accrued income and other assets on the Consolidated Balance Sheets. The investments are individually reviewed for impairment on a quarterly basis. Indirect private equity and venture capital funds are evaluated for impairment by comparing the carrying value to the estimated fair value. Impairment is charged to current earnings and the carrying value of the investment is written down accordingly. FHLB and

FRB stock securities are recorded at cost (par value) and evaluated for impairment based on the ultimate recoverability of the par value. If the Corporation does not expect to recover the full par value, the amount by which the par value exceeds the ultimately recoverable value would be charged to current earnings and the carrying value of the investment would be written down accordingly.

Derivative Instruments and Hedging Activities

Derivative instruments are carried at fair value in either accrued income and other assets or accrued expenses and other liabilities on the Consolidated Balance Sheets. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument is determined by whether it has been designated and qualifies as part of a hedging relationship and, further, by the type of hedging relationship. The Corporation presents derivative instruments at fair value on the Consolidated Balance Sheets on a net basis when a right of offset exists, based on transactions with a single counterparty and any cash collateral paid to and/or received from that counterparty for derivative contracts that are subject to legally enforceable master netting arrangements.

For derivative instruments designated and qualifying as fair value hedges (i.e., hedging the exposure to changes in the fair value of an asset or a liability or an identified portion thereof that is attributable to a particular risk), the gain or loss on the derivative instrument, as well as the offsetting loss or gain on the hedged item attributable to the hedged risk, are recognized in the same consolidated statement of income line that is used to present the earnings effect of the hedged item during the period of the change in fair values. For derivative instruments that are designated and qualify as cash flow hedges (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the gain or loss on the derivative

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

instrument is reported as a component of other comprehensive income and reclassified into earnings in the same consolidated statement of income line item as the earnings effect of the hedged item in the same period or periods during which the hedged transaction affects earnings. For risk management derivative instruments not designated as that are economic hedges (e.g.: de-designated hedging instruments, instruments), the gain or loss is recognized in risk management hedging (loss) income. Gains and losses for customer-related derivatives are recognized in capital markets income on the Consolidated Statements of Income during the period of change. The net change in derivatives is included in "other, net" operating activity within the Consolidated Statements of Cash Flows.

To qualify for the use of hedge accounting, a derivative must be effective at inception and expected to be continuously effective in offsetting the risk being hedged. For derivatives designated as hedging instruments at inception, the Corporation uses either the short-cut method or applies statistical regression analysis to assess effectiveness. The short-cut method is used

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

for \$1.7 billion \$6.8 billion of notional of fair value hedges of medium- and long-term debt. This method allows for the assumption of perfect effectiveness and eliminates the requirement to further assess hedge effectiveness on these transactions. For hedge relationships to which the Corporation does not apply the short-cut method, statistical regression analysis is used at inception to assess whether the derivative used is expected to be highly effective in offsetting changes in the fair value or cash flows of the hedged item. A statistical regression or qualitative analysis is performed at each reporting period thereafter to evaluate hedge effectiveness. As part of the adoption of Topic 848, certain hedge accounting requirements for qualifying modifications to derivative instruments due to LIBOR transition were suspended through the completion of LIBOR transition in third quarter 2023. For further information on Topic 848, refer to the "Loans" policy in this Note.

Further information on the Corporation's derivative instruments and hedging activities is included in Note 8.

Financial Guarantees

Certain guarantee contracts or indemnification agreements that contingently require the Corporation, as guarantor, to make payments to the guaranteed party are initially measured at fair value and included in accrued expenses and other liabilities on the Consolidated Balance Sheets. The subsequent accounting for the liability depends on the nature of the underlying guarantee. The release from risk is accounted for under a particular guarantee when the guarantee expires or is settled, or by a systematic and rational amortization method.

Further information on the Corporation's obligations under guarantees is included in Note 8.

Share-Based Compensation

The Corporation recognizes share-based compensation expense using the straight-line method over the requisite service period, generally based on the instruments' grant-date fair value, for all stock awards, including those with graded vesting. The requisite service period is the period an employee is required to provide service in order to vest in the award, which cannot extend beyond the date at which the employee is no longer required to perform any service to receive the share-based compensation (i.e., the retirement-eligible date). Forfeiture of stock awards and dividend equivalents are accounted for as they occur.

Certain awards are contingent upon performance and/or market conditions, which affect the number of shares ultimately issued. The Corporation periodically evaluates the probable outcome of the performance conditions and makes cumulative adjustments to compensation expense as appropriate. Market conditions are included in the determination of the fair value of the award on the date of grant. Subsequent to the grant date, market conditions have no impact on the amount of compensation expense the Corporation will recognize over the life of the award.

Further information on the Corporation's share-based compensation plans is included in Note 16.

Revenue Recognition

Revenue from contracts with customers comprises the noninterest income earned by the Corporation in exchange for services provided to customers and is recognized when services are completed or as they are rendered, although contracts are generally short-term by nature. Services provided over a period of time are typically transferred to

customers evenly over the term of the contracts and revenue is recognized accordingly over the period services are provided. Contract receivables are included in accrued income and other assets on the Consolidated Balance Sheets. Payment terms vary by services offered, and the time between completion of performance obligations and payment is typically not significant.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Card Fees

Card fees comprise interchange and other fee income earned on government card, commercial card, debit/automated teller machine card and merchant payment processing programs. Card fees are presented net of network costs, as performance obligations for card services are limited to transaction processing and settlement with the card network on behalf of the customers. Fees for these services are primarily based on interchange rates set by the network and transaction volume. The Corporation also provides ongoing card program support services, for which fees are based on contractually agreed-upon prices and customer demand for services.

Service Charges on Deposit Accounts

Service charges on deposit accounts comprise charges on retail and business accounts, including fees for treasury management services. Treasury management services include transaction-based services related to payment processing, overdrafts, non-sufficient funds and other deposit account activity, as well as account management services that are provided over time. Business customers can earn credits depending on deposit balances maintained with the Corporation, which may be used to offset fees. Fees and credits are based on predetermined, agreed-upon rates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Fiduciary Income

Fiduciary income includes fees and commissions from asset management, custody, recordkeeping, investment advisory and other services provided primarily to personal and institutional trust customers. Revenue is recognized as the services are performed and is based either on the market value of the assets managed or the services provided, as well as agreed-upon rates.

Commercial Lending Fees

Commercial lending fees include both revenue from contracts with customers (primarily loan servicing fees) and other sources of revenue. Commercial loan servicing fees are based on contractually agreed-upon prices and timing of services provided. Other sources of revenue in commercial lending fees primarily include fees assessed on the unused portion of commercial lines of credit (unused commitment fees).

Brokerage Fees

Brokerage fees include income from sales of select investment products of an independent financial services broker, net of commissions passed through to employees licensed by the independent broker to sell their products. Prior to November 2023, brokerage fees included commissions earned for facilitating securities transactions for customers, as well as other brokerage services provided. Revenue is recognized when services are completed and is based on the type of services provided and agreed-upon rates. The Corporation pays commissions based on brokerage fee revenue. These are typically recognized when incurred because the amortization period is one year or less and are included in salaries and benefits expense on the Consolidated Statements of Income. As of November 2023, brokerage fees include income from sales of select investment products of an independent financial services broker, net of commissions passed through to employees licensed by the independent broker to sell their products.

Other Revenues

Other revenues, consisting primarily of other retail fees, investment banking fees and insurance commissions, are typically recognized when services or transactions are completed and are based on the type of services provided and agreed-upon rates.

Except as discussed above, commissions and other incentives paid to employees are generally based on several internal and external metrics and, as a result, are not solely dependent on revenue generating activities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Defined Benefit Pension and Other Postretirement Costs

Defined benefit pension costs are funded consistent with the requirements of federal laws and regulations. Inherent in the determination of defined benefit pension costs are assumptions concerning future events that will affect the amount and timing of required benefit payments under the plans. These include demographic assumptions such as retirement age and mortality, a compensation rate increase, a discount rate used to determine the current benefit obligation, form of payment election and a long-term expected rate of return on plan assets. Net periodic defined benefit pension expense includes service cost, interest cost based on the assumed discount rate, an expected return on plan assets based on an actuarially derived market-related value of assets (MRVA), amortization of prior service cost or credit and amortization of net actuarial gains or losses. The MRVA for fixed income securities and private placement assets is based on the fair value of plan assets, whereas the MRVA for other plan assets is determined by amortizing the current year's investment gains and losses (the actual investment return net of the expected investment return) over 5 years. The amortization adjustment cannot exceed 10 percent of the fair value of assets. Prior service costs or credits include the impact of plan amendments on the liabilities and are amortized over the future service periods of active employees.

expected to receive benefits under the plan. Actuarial gains and losses result from experience different from that assumed and from changes in assumptions (excluding asset gains and losses not yet reflected in market-related value) values. Amortization of actuarial gains and losses is included as a component of net periodic defined benefit pension cost for a year if the actuarial net gain or loss exceeds 10 percent of the greater of the projected benefit obligation or the market-related value of plan assets. If amortization is required, the excess is amortized over the average remaining service period of participating employees expected to receive benefits under the plan. Service costs are included in salaries and benefits expense, while the other components of net periodic defined benefit pension expense are included in other noninterest expenses on the Consolidated Statements of Income.

Postretirement benefit costs includes service cost, interest cost based on the assumed discount rate, an expected return on plan assets based on an actuarially derived MRVA, amortization of prior service cost or credit and amortization of net actuarial gains or losses. The components of postretirement benefit costs follow similar policies and methodologies as defined benefit pensions costs. Postretirement benefits are recognized in other noninterest expenses on the Consolidated Statements of Income.

See Note 17 for further information regarding the Corporation's defined benefit pension and other postretirement plans.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Income Taxes

The provision for income taxes is the sum of income taxes due for the current year and deferred taxes. The Corporation classifies interest and penalties on income tax liabilities and excess tax benefits and deficiencies resulting from employee stock awards in the provision for income taxes on the Consolidated Statements of Income.

Deferred taxes arise from temporary differences between the income tax basis and financial accounting basis of assets and liabilities. Deferred tax assets are evaluated for realization based on available evidence of projected future reversals of existing taxable temporary differences, foreign tax credit limitations, assumptions made regarding future events and, when applicable, state loss carryback capacity. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax asset will not be realized.

Earnings Per Share

Basic net income per common share is calculated using the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each share of common stock and participating securities according to dividends declared (distributed earnings) and participation rights in undistributed earnings. Distributed and undistributed earnings are allocated between common and participating security shareholders based on their respective rights to receive dividends. Nonvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities (e.g., certain service-based restricted stock units). Undistributed net losses are not allocated to nonvested restricted shareholders, as these shareholders do not have a contractual obligation to fund the losses incurred by the Corporation. Net income attributable to common shares is then divided by the weighted-average number of common shares outstanding during the period.

Diluted net income per common share is calculated using the more dilutive of either the treasury method or the two-class method. The dilutive calculation considers common stock issuable under the assumed exercise of stock options and warrants, as well as service- and performance-based restricted stock units granted under the Corporation's stock plans using the treasury stock method, if dilutive. Net income attributable to common shares is then divided by the total of weighted-average number of common shares and common stock equivalents outstanding during the period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Statements of Cash Flows

Cash and cash equivalents are defined as those amounts included in cash and due from banks and interest-bearing deposits with banks on the Consolidated Balance Sheets.

Comprehensive Income (Loss)

The Corporation presents on an annual basis the components of net income and other comprehensive income in two separate, but consecutive statements and presents on an interim basis the components of net income and a total for comprehensive income in one continuous consolidated statement of comprehensive income.

Recently Issued Accounting Pronouncements Recently Adopted

In March 2023, Effective January 1, 2024, the FASB issued ASU Corporation adopted the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) No. 2023-02, "Investments-Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method (a consensus of the Emerging Issues Task Force)" (ASU 2023-02). ASU 2023-02 expands expanded the permitted use of the proportional amortization method, which is currently was previously only available to low-income housing tax credit investments, to other tax equity investments if certain conditions are met. Under the proportional amortization method, the initial cost of an investment is amortized in proportion to the income tax benefits received and both the amortization of the investment and the income tax benefits received are recognized as a component of income tax expense. The Corporation ASU 2023-02 was adopted this ASU on January 1, 2024 by applying the a modified retrospective basis of transition or, for certain changes, a prospective basis. The update did not have basis and resulted in a material impact on their financial statements. reduction to retained earnings as of January 1, 2024 of \$4 million.

In November 2023, the FASB issued ASU No. 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" (ASU 2023-07). The update requires enhanced disclosures about significant segment expenses, enhanced interim disclosure requirements, clarification for when multiple segment measures of profit or loss can be disclosed, and other requirements intended to improve overall reportable segment disclosures in annual and interim periods. The Corporation adopted ASU 2023-07 is effective for the Corporation in the annual period beginning on January 1, 2024 and interim periods beginning on January 1, 2025 with retrospective application to all prior periods presented. Early adoption is permitted. The Corporation is evaluating the impact of ASU 2023-07 on its reportable segment disclosures. See Note 22 for further information.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" (ASU 2023-09). ASU 2023-09 requires additional annual disclosures including further disaggregation of information in the rate reconciliation, additional information for reconciling items meeting a quantitative threshold, further disaggregation of income taxes paid, and other required disclosures. ASU 2023-09 is effective for the Corporation in the annual period beginning on January 1, 2025 and applied on a prospective basis with both early adoption and retrospective application permitted. The Corporation is evaluating the impact of ASU 2023-09 ~~on to~~ its income tax disclosures.

In November 2024, the FASB issued ASU No. 2024-03 "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses" (ASU 2024-03). ASU 2024-03 requires additional interim and annual disclosures that further disaggregate certain expense captions into specified categories in a separate note to the financial statements, as well as certain qualitative information describing amounts not separately disaggregated. ASU 2024-03 is effective for the Corporation in the annual period beginning on January 1, 2027 and interim periods beginning on January 1, 2028 and can be applied on either a prospective or retrospective basis. The Corporation is evaluating the impact of ASU 2024-03 to its disclosures.

NOTE 2 – FAIR VALUE MEASUREMENTS

Note 1 contains information about the fair value hierarchy, descriptions of the valuation methodologies and key inputs used to measure financial assets and liabilities recorded at fair value, as well as a description of the methods and significant assumptions used to estimate fair value disclosures for financial instruments not recorded at fair value in their entirety on a recurring basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The following tables present the recorded amount of assets and liabilities measured at fair value on a recurring basis as of ~~December 31, 2023~~ December 31, 2024 and ~~2022~~ 2023.

(in millions)

(in millions)

(in millions)

December 31, 2023

December 31, 2023

December 31, 2023

December 31, 2024

December 31, 2024

December 31, 2024

Deferred compensation plan assets

Deferred compensation plan assets

Deferred compensation plan assets

Equity securities

Equity securities

Equity securities

Investment securities available-for-sale:

Investment securities available-for-sale:

Investment securities available-for-sale:

U.S. Treasury securities

U.S. Treasury securities

U.S. Treasury securities

Residential mortgage-backed securities (a)

Residential mortgage-backed securities (a)

Residential mortgage-backed securities (a)

Commercial mortgage-backed securities (a)
Commercial mortgage-backed securities (a)
Commercial mortgage-backed securities (a)
Total investment securities available-for-sale
Total investment securities available-for-sale
Total investment securities available-for-sale
Derivative assets:
Derivative assets:
Derivative assets:
Interest rate contracts
Interest rate contracts
Interest rate contracts
Energy contracts
Energy contracts
Energy contracts
Foreign exchange contracts
Foreign exchange contracts
Foreign exchange contracts
Total derivative assets
Total derivative assets
Total derivative assets
Total assets at fair value
Total assets at fair value
Total assets at fair value
Derivative liabilities:
Derivative liabilities:
Derivative liabilities:
Interest rate contracts
Interest rate contracts
Interest rate contracts
Energy contracts
Energy contracts
Energy contracts
Foreign exchange contracts
Foreign exchange contracts
Foreign exchange contracts
Other financial derivative liabilities
Other financial derivative liabilities
Other financial derivative liabilities
Total derivative liabilities
Total derivative liabilities
Total derivative liabilities
Deferred compensation plan liabilities
Deferred compensation plan liabilities
Deferred compensation plan liabilities
Total liabilities at fair value
Total liabilities at fair value
Total liabilities at fair value
December 31, 2022
December 31, 2022

December 31, 2022
December 31, 2023
December 31, 2023
December 31, 2023
Deferred compensation plan assets
Deferred compensation plan assets
Deferred compensation plan assets
Equity securities
Equity securities
Equity securities
Investment securities available-for-sale:
Investment securities available-for-sale:
Investment securities available-for-sale:
U.S. Treasury securities
U.S. Treasury securities
U.S. Treasury securities
Residential mortgage-backed securities (a)
Residential mortgage-backed securities (a)
Residential mortgage-backed securities (a)
Commercial mortgage-backed securities (a)
Commercial mortgage-backed securities (a)
Commercial mortgage-backed securities (a)
Total investment securities available-for-sale
Total investment securities available-for-sale
Total investment securities available-for-sale
Derivative assets:
Derivative assets:
Derivative assets:
Interest rate contracts
Interest rate contracts
Interest rate contracts
Energy contracts
Energy contracts
Energy contracts
Foreign exchange contracts
Foreign exchange contracts
Foreign exchange contracts
Total derivative assets
Total derivative assets
Total derivative assets
Total assets at fair value
Total assets at fair value
Total assets at fair value
Derivative liabilities:
Derivative liabilities:
Derivative liabilities:
Interest rate contracts
Interest rate contracts
Interest rate contracts
Energy contracts

Energy contracts
Energy contracts
Foreign exchange contracts
Foreign exchange contracts
Foreign exchange contracts
Other financial derivative liabilities
Other financial derivative liabilities
Other financial derivative liabilities
Total derivative liabilities
Total derivative liabilities
Total derivative liabilities
Deferred compensation plan liabilities
Deferred compensation plan liabilities
Deferred compensation plan liabilities
Total liabilities at fair value
Total liabilities at fair value
Total liabilities at fair value

(a) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

There were no transfers of assets or liabilities recorded at fair value on a recurring basis into or out of Level 3 fair value measurements during the years ended December 31, 2023 December 31, 2024 and 2022, 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

The following table summarizes the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the years ended December 31, 2023 December 31, 2024 and 2022, 2023.

	Balance at Beginning of Period	Net Realized/Unrealized Gains (Pretax) Recorded in Earnings (a)		Settlements	Balance at End of Period	Balance at End of Period
		Net Realized/Unrealized Gains (Pretax) Recorded in Earnings (a)	Net Realized/Unrealized Gains (Pretax) Recorded in Earnings (a)			
(in millions)	Balance at Beginning of Period					
Year Ended December 31, 2023						
Year Ended December 31, 2024						
Year Ended December 31, 2023						
Year Ended December 31, 2024						
Year Ended December 31, 2023						
Derivative liabilities:						
Derivative liabilities:						
Derivative liabilities:						
Other financial derivative liabilities						
Other financial derivative liabilities						
Other financial derivative liabilities						

Year Ended December 31, 2023
Year Ended December 31, 2023
Year Ended December 31, 2023
Derivative liabilities:
Derivative liabilities:
Derivative liabilities:
Other financial derivative
Other financial derivative
Other financial derivative
Other financial derivative liabilities
Other financial derivative liabilities
Other financial derivative liabilities
Year Ended December 31, 2022
Year Ended December 31, 2022
Year Ended December 31, 2022
Derivative assets:
Derivative assets:
Derivative assets:
Interest rate contracts
Interest rate contracts
Interest rate contracts
Derivative liabilities:
Other financial derivative
Other financial derivative
Other financial derivative

(a) *Realized and unrealized gains and losses due to changes in fair value recorded in other noninterest income on the Consolidated Statements of Income.*

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Corporation may be required to record certain assets and liabilities at fair value on a nonrecurring basis. These include assets that are recorded at the lower of cost or fair value, and were recognized at fair value since it was less than cost at the end of the period.

The following table presents assets recorded at fair value on a nonrecurring basis at **December 31, 2023** **December 31, 2024** and **2022**. **2023**. No liabilities were recorded at fair value on a nonrecurring basis at **December 31, 2023** **December 31, 2024** and **2022**. **2023**.

(in millions)

Level 3

December 31, 2024

Loans:

Commercial	\$	69
Commercial mortgage		86
Residential mortgage		3
Total loans		158
Loans held-for-sale		216
Other real estate		3
Total assets at fair value	\$	377

December 31, 2023

Loans:

Commercial	\$	12
Commercial mortgage		16
International		16
Total loans		44
Loans held-for-sale		231
Other real estate		5
Total assets at fair value	\$	280

December 31, 2022

Loans:

Commercial	\$	53
Real estate construction		2
Commercial mortgage		11
Total loans		66
Other real estate		9
Total assets at fair value	\$	75280

Level 3 assets recorded at fair value on a nonrecurring basis at December 31, 2023 December 31, 2024 and December 31, 2022 December 31, 2023 included loans with a specific allowance and certain bank property held for sale, both measured based on the fair value of collateral. The unobservable inputs were the additional adjustments applied by management to the appraised values to reflect such factors as non-current appraisals and revisions to estimated time to sell. These adjustments are determined based on qualitative judgments made by management on a case-by-case basis and are not observable inputs, although they are used in the determination of fair value. At December 31, 2024 and December 31, 2023, loans held-for-sale classified as Level 3 represented loans held-for-sale in less liquid markets requiring significant management assumptions when determining fair value.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

Estimated Fair Values of Financial Instruments Not Recorded at Fair Value on a Recurring Basis

The Corporation typically holds the majority of its financial instruments until maturity and thus does not expect to realize many of the estimated fair value amounts disclosed. The disclosures do not include estimated fair value amounts for items that are not defined as financial instruments, but which have significant value. These include such items as core deposit intangibles, the future earnings potential of significant customer relationships and the value of trust operations and other fee generating businesses. The Corporation believes the imprecision of an estimate could be significant. The disclosures also do not include a limited amount of nonmarketable equity securities (primarily indirect private equity and venture capital investments) that do not have a readily determinable fair value and whose fair values are based on net asset value.

The carrying amount and estimated fair value of financial instruments not recorded at fair value in their entirety on a recurring basis on the Corporation's Consolidated Balance Sheets are as follows:

(in millions)	Carrying			Estimated Fair Value			Carrying (in millions)	Estimated Fair Value		
	(in millions)	Amount	Total	Level 1	Level 2	Level 3		Total	Level 1	Level 2
December 31, 2023										
December 31, 2024										
Assets										
Assets										

Assets
Cash and due from banks
Cash and due from banks
Cash and due from banks
Interest-bearing deposits with banks
Interest-bearing deposits with banks
Interest-bearing deposits with banks
Other short-term investments
Total loans, net of allowance for loan losses (a)
Total loans, net of allowance for loan losses (a)
Total loans, net of allowance for loan losses (a)
Liabilities
Demand deposits
Demand deposits
Demand deposits
Time deposits
Time deposits
Time deposits
Total deposits
Short-term borrowings
Medium- and long-term debt
Liabilities for credit-related financial instruments
December 31, 2022
Medium- and long-term debt
Medium- and long-term debt
Credit-related financial instruments
December 31, 2023
Assets
Assets
Assets
Cash and due from banks
Cash and due from banks
Cash and due from banks
Interest-bearing deposits with banks
Interest-bearing deposits with banks
Interest-bearing deposits with banks
Other short-term investments
Total loans, net of allowance for loan losses (a)
Liabilities
Demand deposits
Demand deposits
Demand deposits
Time deposits
Time deposits
Time deposits
Total deposits
Short-term borrowings
Medium- and long-term debt
Liabilities for credit-related financial instruments
Credit-related financial instruments

(a) Included \$44 million \$158 million and \$66 million \$44 million of loans recorded at fair value on a nonrecurring basis at December 31, 2023 December 31, 2024 and 2022, 2023, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

NOTE 3 - INVESTMENT SECURITIES

A summary of the Corporation's investment securities follows:

(in millions)	Amortized Cost (in millions)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (in millions)	Amortized Cost (in millions)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2024								
Investment securities available-for-sale:								
Investment securities available-for-sale:								
Investment securities available-for-sale:								
U.S. Treasury securities								
U.S. Treasury securities								
U.S. Treasury securities								
Residential mortgage-backed securities (a)								
Commercial mortgage-backed securities (a)								
Total investment securities available-for-sale								
December 31, 2023								
Investment securities available-for-sale:								
Investment securities available-for-sale:								
Investment securities available-for-sale:								
U.S. Treasury securities								
U.S. Treasury securities								
U.S. Treasury securities								
Residential mortgage-backed securities (a)								
Commercial mortgage-backed securities (a)								
Total investment securities available-for-sale								
December 31, 2022								
Investment securities available-for-sale:								
Investment securities available-for-sale:								
Investment securities available-for-sale:								
U.S. Treasury securities								
U.S. Treasury securities								
U.S. Treasury securities								
Residential mortgage-backed securities (a)								
Commercial mortgage-backed securities (a)								
Total investment securities available-for-sale								

(a) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

A summary of the Corporation's investment securities in an unrealized loss position as of December 31, 2023 December 31, 2024 and 2022 2023 follows:

(in millions, except securities count)	Less than 12 Months		12 Months or more		Total	Less than 12 Months		12 Months or more		Total
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2024										
U.S. Treasury securities										

U.S. Treasury
securities
U.S. Treasury
securities

Residential
mortgage-
backed
securities
(a)
Commercial
mortgage-
backed
securities
(a)

Total
temporarily
impaired
securities

**December
31, 2023**

U.S. Treasury
securities
U.S. Treasury
securities
U.S. Treasury
securities

Residential
mortgage-
backed
securities
(a)

Commercial
mortgage-
backed
securities
(a)

Total
temporarily
impaired
securities

**December
31, 2022**

U.S. Treasury
securities
U.S. Treasury
securities
U.S. Treasury
securities

Residential
mortgage-
backed
securities
(a)

Commercial
mortgage-
backed
securities
(a)

Total
temporarily
impaired
securities

(a) Issued and/or guaranteed by U.S. government agencies or U.S. government-sponsored enterprises.

Unrealized losses on investment securities resulted from changes in market interest rates. The Corporation's portfolio is comprised of securities issued or guaranteed by the U.S. government agencies or government-sponsored enterprises. As such, it is expected that the securities would not be settled at a price less than the amortized cost of the investments. Further, the Corporation does not intend to sell the investments, and it is not more-likely-than-not that it will be required to sell the investments before recovery of amortized costs. No allowance for credit losses was recorded on securities in an unrealized loss position at December 31, 2023 December 31, 2024 or December 31, 2022 December 31, 2023.

Interest receivable on investment securities totaled \$38 million and \$40 million at December 31, 2024 and \$49 million at December 31, 2023 and 2022, 2023, respectively, and was included in accrued income and other assets on the Consolidated Balance Sheets. The investment securities portfolio included floating-rate securities with a fair value of \$3 million and \$4 million at December 31, 2024 and 2023, respectively.

~~Sales, During the year ended December 31, 2024, the Corporation repositioned a portion of its securities portfolio by selling \$827 million of U.S. Treasury securities, resulting in a \$19 million loss (reported as "net losses on debt securities" on the Consolidated Statements of Income), replacing them with higher-yielding U.S. Treasury securities. There were no sales, calls and or write-downs of investment securities available-for-sale computed based on the adjusted cost of the specific security, resulted in no gains or losses during for the years ended December 31, 2023, 2022 and 2021, or 2022.~~

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

The following table summarizes the amortized cost and fair values of investment securities by contractual maturity. Securities with multiple maturity dates are classified in the period of final maturity. The actual cash flows of mortgage-backed securities may differ as borrowers of the underlying loans may exercise prepayment options. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(in millions)

(in millions)

(in millions)

December 31, 2023

<p

After one year through five years

After five years through ten years

After five years through ten years

After ten years

After ten years

After ten years

Total investment securities

Total investment securities

Total investment securities

At December 31, 2023 December 31, 2024, investment securities with a carrying value of \$15.6 billion \$7.0 billion were pledged where permitted or required by law. Pledges included \$7.7 billion to the Federal Reserve Bank (FRB) for potential future borrowings, \$6.6 billion \$6.0 billion to the Federal Home Loan Bank (FHLB) as collateral for current advances and potential future borrowings as well as \$1.3 \$1.0 billion to secure \$702 million \$357 million of liabilities, consisting of trust deposits, deposits of public entities and state and local government agencies as well as derivative instruments. For information on FHLB borrowings, refer to Notes 11 and Note 12.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

NOTE 4 – CREDIT QUALITY AND ALLOWANCE FOR CREDIT LOSSES

The following table presents an aging analysis of the amortized cost basis of loans.

(in millions)	Loans Past Due and Still Accruing										Loans Past Due and Still Accruing										
	Loans Past Due and Still Accruing										Loans Past Due and Still Accruing										
	30-59 Days			60-89 Days			90 Days or More			Total Loans		30-59 Days			60-89 Days			90 Days or More			Total Loans
December 31, 2024										Nonaccrual Loans	Current Loans	Total Loans (in millions)			30-59 Days	60-89 Days	90 Days or More	Total Loans (in millions)	Nonaccrual Loans	Current Loans	Total Loans (in millions)
Business loans:																					
Business loans:																					
Business loans:																					
Commercial																					
Commercial																					
Commercial																					
Real estate construction:																					
Commercial Real Estate business line (a)																					
Commercial Real Estate business line (a)																					
Commercial Real Estate business line (a)																					
Other business lines (b)																					
Total real estate construction																					
Commercial mortgage:																					
Commercial Real Estate business line (a)																					
Commercial Real Estate business line (a)																					
Commercial Real Estate business line (a)																					
Other business lines (b)																					
Total commercial mortgage																					
Lease financing																					
International																					
Total business loans																					
Retail loans:																					
Residential mortgage																					
Residential mortgage																					



Commercial Real Estate business line (a)	
Commercial Real Estate business line (a)	
Commercial Real Estate business line (a)	
Other business lines (b)	
Total real estate construction	
Commercial mortgage:	
Commercial Real Estate business line (a)	
Commercial Real Estate business line (a)	
Commercial Real Estate business line (a)	
Other business lines (b)	
Total commercial mortgage	
Lease financing	
International	
Total business loans	
Retail loans:	
Residential mortgage	
Residential mortgage	
Residential mortgage	
Consumer:	
Home equity	
Home equity	
Home equity	
Other consumer	
Total consumer	
Total retail loans	
Total loans	

(a) *Primarily loans to real estate developers.*

(b) *Primarily loans secured by owner-occupied real estate.*

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

The following table presents loans by credit quality indicator and vintage year. Credit quality indicator is based on internal risk ratings assigned to each business loan at the time of approval and subjected to subsequent reviews, generally at least annually, and to pools of retail loans with similar risk characteristics. Vintage year is the year of origination or major modification.

	Vintage Year
(in millions)	
(in millions)	
(in millions)	
Business loans:	
Business loans:	
Business loans:	
Commercial:	
Commercial:	
Commercial:	
Pass (a)	
Pass (a)	
Pass (a)	

Criticized (b)
Criticized (b)
Criticized (b)
Total commercial
Total commercial
Total commercial
Commercial gross charge-offs
Commercial gross charge-offs
Commercial gross charge-offs
Real estate construction
Real estate construction
Real estate construction
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total real estate construction
Total real estate construction
Total real estate construction
Real estate construction gross charge-offs
Real estate construction gross charge-offs
Real estate construction gross charge-offs
Commercial mortgage
Commercial mortgage
Commercial mortgage
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total commercial mortgage
Total commercial mortgage
Total commercial mortgage
Commercial mortgage gross charge-offs
Commercial mortgage gross charge-offs
Commercial mortgage gross charge-offs
Lease financing
Lease financing
Lease financing
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total lease financing
Total lease financing

Total lease financing
Lease financing gross charge-offs
Lease financing gross charge-offs
Lease financing gross charge-offs
International
International
International
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total international
Total international
Total international
International gross charge-offs
International gross charge-offs
International gross charge-offs
Total business loans
Total business loans
Total business loans
Retail loans:
Retail loans:
Retail loans:
Residential mortgage
Residential mortgage
Residential mortgage
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total residential mortgage
Total residential mortgage
Total residential mortgage
Residential mortgage gross charge-offs
Residential mortgage gross charge-offs
Residential mortgage gross charge-offs
Consumer:
Consumer:
Consumer:
Home equity
Home equity
Home equity
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)

Criticized (b)
Total home equity
Total home equity
Total home equity
Home equity gross charge-offs
Home equity gross charge-offs
Home equity gross charge-offs
Other consumer
Other consumer
Other consumer
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total other consumer
Total other consumer
Total other consumer
Other consumer gross charge-offs
Other consumer gross charge-offs
Other consumer gross charge-offs
Total consumer
Total consumer
Total consumer
Total retail loans
Total retail loans
Total retail loans
Total loans
Total loans
Total loans

Table continues on the following page.

Table continues on the following page.

Table continues on the following page.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

December 31, 2022
December 31, 2022
December 31, 2022
December 31, 2023
December 31, 2023
December 31, 2023
Vintage Year
Vintage Year
Vintage Year
2022
2022

	2022
	2023
	2023
Business loans:	
Business loans:	
Business loans:	
Commercial:	
Commercial:	
Commercial:	
Pass (a)	
Pass (a)	
Pass (a)	
Criticized (b)	
Criticized (b)	
Criticized (b)	
Total commercial	
Total commercial	
Total commercial	
Commercial gross charge-offs	
Commercial gross charge-offs	
Commercial gross charge-offs	
Real estate construction:	
Real estate construction:	
Real estate construction:	
Pass (a)	
Pass (a)	
Pass (a)	
Criticized (b)	
Criticized (b)	
Criticized (b)	
Total real estate construction	
Total real estate construction	
Total real estate construction	
Commercial mortgage:	
Commercial mortgage:	
Commercial mortgage:	
Pass (a)	
Pass (a)	
Pass (a)	
Criticized (b)	
Criticized (b)	
Criticized (b)	
Total commercial mortgage	
Total commercial mortgage	
Total commercial mortgage	
Commercial mortgage gross charge-offs	
Commercial mortgage gross charge-offs	
Commercial mortgage gross charge-offs	
Lease financing	
Lease financing	

Lease financing
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total lease financing
Total lease financing
Total lease financing
International
International
International
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total international
Total international
Total international
International gross charge-offs
International gross charge-offs
International gross charge-offs
Total business loans
Total business loans
Total business loans
Retail loans:
Retail loans:
Retail loans:
Residential mortgage
Residential mortgage
Residential mortgage
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total residential mortgage
Total residential mortgage
Total residential mortgage
Consumer:
Consumer:
Consumer:
Home equity
Home equity
Home equity
Pass (a)
Pass (a)

Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total home equity
Total home equity
Total home equity
Home equity gross charge-offs
Home equity gross charge-offs
Home equity gross charge-offs
Other consumer
Other consumer
Other consumer
Pass (a)
Pass (a)
Pass (a)
Criticized (b)
Criticized (b)
Criticized (b)
Total other consumer
Total other consumer
Total other consumer
Other consumer gross charge-offs
Other consumer gross charge-offs
Other consumer gross charge-offs
Total consumer
Total consumer
Total consumer
Total retail loans
Total retail loans
Total retail loans
Total loans
Total loans
Total loans

(a) Includes all loans not included in the categories of special mention, substandard or nonaccrual.

(b) Includes loans with an internal rating of special mention, substandard loans for which the accrual of interest has not been discontinued and nonaccrual loans. Special mention loans have potential credit weaknesses that deserve management's close attention, such as loans to borrowers who may be experiencing financial difficulties that may result in deterioration of repayment prospects from the borrower at some future date. Accruing substandard loans have a well-defined weakness, or weaknesses, such as loans to borrowers who may be experiencing losses from operations or inadequate liquidity of a degree and duration that jeopardizes the orderly repayment of the loan. Substandard loans are also distinguished by the distinct possibility of loss in the future if these weaknesses are not corrected. Nonaccrual loans are loans for which the accrual of interest has been discontinued. For further information regarding nonaccrual loans, refer to the Nonperforming Assets subheading in Note 1 - Basis of Presentation and Accounting Policies. These categories are generally consistent with the "special mention" and "substandard" categories as defined by regulatory authorities. A minority of nonaccrual loans are consistent with the "doubtful" category.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

Loan interest receivable totaled \$266 million and \$313 million at December 31, 2024 and \$261 million at December 31, 2023 and 2022, 2023, respectively, and was included in accrued income and other assets on the Consolidated Balance Sheets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

Allowance for Credit Losses

The following table details the changes in the allowance for credit losses.

	2023			2022			2021			2024			2023			2022		
	(in millions)			(in millions)			(in millions)			(in millions)			(in millions)			(in millions)		
	Business Loans	Retail Loans	Total															
Years Ended December 31,																		
Years Ended December 31,																		
Years Ended December 31,																		
Balance at beginning of period:																		
Balance at beginning of period:																		
Balance at beginning of period:																		
Allowance for loan losses																		
Allowance for loan losses																		
Allowance for loan losses																		
Allowance for credit losses on lending-related commitments																		
Allowance for credit losses																		
Loan charge-offs																		
Loan charge-offs																		
Loan charge-offs																		
Recoveries on loans previously charged-off																		
Net loan (charge-offs) recoveries																		
Provision for credit losses:																		
Provision for loan losses																		
Provision for loan losses																		
Provision for loan losses																		
Provision for credit losses on lending-related commitments																		
Provision for credit losses																		
Provision for credit losses																		
Balance at end of period:																		
Balance at end of period:																		
Balance at end of period:																		
Allowance for loan losses																		
Allowance for loan losses																		
Allowance for loan losses																		

Allowance for credit losses on lending-related commitments																
Allowance for credit losses																
Allowance for loan losses as a percentage of total loans	Allowance for loan losses as a percentage of total loans	1.29 %	1.63 %	1.32 %	1.10 %	1.67 %	1.14 %	1.17 %	1.47 %	1.19 %	Allowance for loan losses as a percentage of total loans	1.35 %	1.55 %	1.37 %	1.29 %	1.63 %
Allowance for credit losses as a percentage of total loans		1.10	1.67	1.32	1.14	1.17	1.47	1.19			1.32	1.10	1.10	1.10	1.10	1.10
Allowance for credit losses as a percentage of total loans																

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

Nonaccrual Loans

The following table presents additional information regarding nonaccrual loans. Interest income of \$9 million, \$12 million and \$11 million was recognized on nonaccrual loans for the years ended December 31, 2023 December 31, 2024, 2022 and 2021, respectively.

(in millions)	Nonaccrual Loans with No Related Allowance	Nonaccrual Loans with Related Allowance	Total Nonaccrual Loans (in millions)	Nonaccrual Loans with No Related Allowance	Nonaccrual Loans with Related Allowance	Total Nonaccrual Loans
December 31, 2024						
Business loans:						
Business loans:						
Business loans:						
Commercial						
Commercial						
Commercial						
Commercial mortgage:						
Commercial mortgage:						
Commercial mortgage:						
Commercial Real Estate business line (b)						
Commercial Real Estate business line (b)						
Commercial Real Estate business line (b)						
Other business lines (a)						
Total commercial mortgage						
Lease financing						
Total business loans						
Total business loans						
Total business loans						
Retail loans:						
Retail loans:						

Retail loans:
Residential mortgage
Residential mortgage
Residential mortgage
Consumer:
Home equity
Home equity
Home equity
Total consumer
Total consumer
Total consumer
Total retail loans

Total nonaccrual loans
December 31, 2023

Business loans:

Business loans:

Business loans:

 Commercial

 Commercial

 Commercial

Real estate

construction:

Other business lines (a)
Other business lines (a)
Other business lines (a)

Commercial mortgage:

Commercial mortgage:

Commercial mortgage:

Commercial Real Estate business line (b)
Commercial Real Estate business line (b)
Commercial Real Estate business line (b)

 Other business lines (a)

Total commercial mortgage

International

International

International

Total business loans

Retail loans:

Retail loans:

Retail loans:

Residential mortgage
Residential mortgage
Residential mortgage

Consumer:

Home equity

Home equity	
Home equity	
Total consumer	
Total consumer	
Total consumer	
Total retail loans	
Total nonaccrual loans	
December 31, 2022	
Business loans:	
Business loans:	
Business loans:	
Commercial	
Commercial	
Commercial	
Real estate construction:	
Other business lines (a)	
Other business lines (a)	
Other business lines (a)	
Commercial mortgage:	
Commercial mortgage:	
Commercial mortgage:	
Commercial Real Estate business line (b)	
Commercial Real Estate business line (b)	
Commercial Real Estate business line (b)	
Other business lines (a)	
Total commercial mortgage	
International	
International	
International	
Total business loans	
Retail loans:	
Retail loans:	
Retail loans:	
Residential mortgage	
Residential mortgage	
Residential mortgage	
Consumer:	
Home equity	
Home equity	
Home equity	
Other consumer	
Total consumer	
Total retail loans	

Total nonaccrual loans

- (a) *Primarily loans secured by owner-occupied real estate.*
- (b) *Primarily loans to real estate developers.*

Foreclosed Properties

Foreclosed properties were insignificant at December 31, 2023 December 31, 2024 and December 31, 2022 December 31, 2023. Retail loans secured by residential real estate properties in process of foreclosure included in nonaccrual loans were \$4 million at December 31, 2024 and insignificant at December 31, 2023 and December 31, 2022.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

Loan Modifications Made to Borrowers Experiencing Financial Difficulty

Effective January 1, 2023, the Corporation adopted the provisions of ASU 2022-02, which eliminated the accounting for TDRs while expanding loan modification and vintage disclosure requirements. The update specifically required additional disclosures on loan modifications to borrowers experiencing financial difficulties that involved an interest rate reduction, other-than-insignificant payment delay, a term extension, principal forgiveness or a combination thereof.

The following table displays the amortized cost basis at December 31, 2023 of loan modifications made to borrowers experiencing financial difficulty that were restructured, during the year ended December 31, 2023 by type of modification.

(in millions)	Term	Interest	Percent of	Term	Interest	Percent of	Total						
	(in millions)			Extension									
Year Ended													
December 31,	(a)	Payment	Rate	Combinations	Reduction	Total	Class	Extension	Payment	Rate	Reduction	Combinations	Total
2024													
Business loans:													
Business loans:													
Business loans:													
Commercial													
Commercial													
Commercial	\$ 199	\$ —	\$ —	\$ 28	\$ 227	0.86	%						
Commercial mortgage:													
Commercial mortgage:													
Commercial mortgage:													
Other business lines (c)													
Other business lines (c)													
Other business lines (c)													
Total													
commercial													
mortgage													
International													
Total													
business													
loans													
Retail loans:													
Residential mortgage													
Residential mortgage													
Residential mortgage													
Consumer:													
Home equity													
Home equity													
Home equity													
Total consumer													
Total consumer													
Total consumer													

Total retail loans	\$ 245	\$ 3	\$ 5	\$ 34	\$ 287	0.57 %
Year Ended						
December 31,						
2023						
Business loans:						
Business loans:						
Business loans:						
Commercial	\$ 92	\$ \$ 20	\$ \$ 10	\$ 2	\$ \$ 124	0.46
Commercial	\$ 92	\$ \$ 20	\$ \$ 10	\$ 2	\$ \$ 124	0.46
Real estate construction:						
Other business lines (c)						
Other business lines (c)						
Other business lines (c)						
Total real estate construction						
Commercial mortgage:						
Other business lines (c)						
Other business lines (c)						
Other business lines (c)						
Total commercial mortgage						
Total business loans						
Total business loans						
Total business loans						
Retail loans:						
Consumer:						
Consumer:						
Consumer:						
Home equity						
Home equity						
Home equity						
Total consumer						
Total consumer						
Total consumer						
Total retail loans						
Total loans	Total loans	\$ 118	\$ \$ 20	\$ \$ 11	\$ \$ 13	0.31 %
Total loans	Total loans	\$ 118	\$ \$ 20	\$ \$ 11	\$ \$ 13	0.31 %
Total loans	Total loans	\$ 118	\$ \$ 20	\$ \$ 11	\$ \$ 13	0.31 %

(a) Represents loan balances where terms were extended or payments were delayed by a more than an insignificant time period, typically more than 180 days, at or above contractual interest rates. See Note 1 to the consolidated financial statements for further information.

(b) Relates to FDMs where more than one type of modification was made. For the year ended December 31, 2023/December 31, 2024, this primarily related to modifications where the payment was delayed and the term was extended. For the year ended December 31, 2023, this primarily related to modifications where the interest rate was reduced and the term was extended.

(c) Primarily loans secured by owner-occupied real estate.

There were no commitments to lend additional funds to borrowers experiencing financial difficulty whose terms had been restructured at December 31, 2024 and December 31, 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

The following table summarizes the financial impacts of loan modifications made to specific loans during the year ended December 31, 2023, loans.

	Weighted-Average Term Extension (in months)	Weighted-Average Term Extension (in months)	Weighted-Average Interest Rate Reduction (%)	Weighted-Average Term Extension (in months)	A F
Year Ended December 31, 2024					
Business loans:					
Business loans:					
Business loans:					
Commercial					
Commercial					
Commercial	12.7	(1.21)	%		
Commercial mortgage:					
Commercial mortgage:					
Commercial mortgage:					
Other business lines					
(a)					
Other business lines					
(a)					
Other business lines					
(a)					
Total commercial mortgage					
International					
International					
International					
Total business loans					
Retail loans:					
Residential mortgage					
Residential mortgage					
Residential mortgage					
Consumer:					
Home equity					
Home equity					
Home equity					
Total consumer					
Total consumer					
Total consumer					
Total retail loans					
Total loans					
Year Ended December 31, 2023					
Business loans:					
Business loans:					
Business loans:					
Commercial					
Commercial					

Commercial	10.4	(2.01)	(2.01)	%	10.4	(2.01)	%
Real estate construction:							
Other business lines							
(a)							
Other business lines							
(a)							
Other business lines							
(a)							
Total							
real estate construction							
Commercial mortgage:							
Other business lines							
(a)							
Other business lines							
(a)							
Other business lines							
(a)							
Total							
commercial mortgage							
Total business loans							
Total business loans							
Total business loans							
Retail loans:							
Consumer:							
Consumer:							
Consumer:							
Home equity							
Home equity							
Home equity							
Total consumer							
Total consumer							
Total consumer							
Total							
retail loans							
Total loans	13.1	(1.49)	(1.49)	%	13.1	(1.49)	%

(a) Primarily loans secured by owner-occupied real estate.

During the year ended December 31, 2023 December 31, 2024, modifications to borrowers experiencing financial difficulty included restructurings with other-than-insignificant payment delays of \$6 million \$4 million in the Commercial category, \$2 million in the International category and \$3 million in the Home Equity category, compared to \$6 million in the Commercial loan category category at December 31, 2023.

On an ongoing basis, the Corporation monitors the performance of modified loans related to their restructured terms. Loans Of the loans restructured during the year, ended December 31, 2023 \$10 million were past due at December 31, 2024 compared to all being current under modified terms at year ended December 31, 2023. Nonperforming restructured loans are classified as nonaccrual loans and are individually evaluated in the allowance for loan losses.

For restructured loans, a subsequent payment default is defined in terms of delinquency, when a principal or interest payment is 90 days past due or classified into nonaccrual status during the reporting period. Of the loans restructured during the 12 month period ended December 31, 2023 December 31, 2024, there were \$13 million of Commercial loans that subsequently defaulted. There were no subsequent defaults as of December 31, 2023 of loans restructured during that 12 month period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Troubled Debt Restructurings Prior to the Adoption of ASU 2022-02

The following table details the amortized cost basis at December 31, 2022 of loans considered to be TDRs that were restructured during the year ended December 31, 2022 by type of modification. In cases of loans with more than one type of modification, the loans were categorized based on the most significant modification.

(in millions)	Type of Modification		
	Principal Deferrals (a)	Interest Rate Reductions	Total Modifications
Year Ended December 31, 2022			
Business loans:			
Commercial	\$ 26	\$ —	\$ 26
Real estate construction:			
Other business lines (b)	3	—	3
Commercial mortgage:			
Other business lines (b)	14	—	14
Total business loans	43	—	43
Retail loans:			
Residential mortgage	—	27	27
Consumer:			
Home equity (c)	1	1	2
Other consumer	—	1	1
Total consumer	1	2	3
Total retail loans	1	29	30
Total loans	\$ 44	\$ 29	\$ 73

(a) Primarily represents loan balances where terms were extended by more than an insignificant time period, typically more than 180 days, at or above contractual interest rates. Also includes commercial loans restructured in bankruptcy.

(b) Primarily loans secured by owner-occupied real estate.

(c) Includes bankruptcy loans for which the court has discharged the borrower's obligation and the borrower has not reaffirmed the debt.

The Corporation charges interest on principal balances outstanding during deferral periods. Additionally, none of the modifications involved forgiveness of principal. There were no significant commitments to lend additional funds to borrowers whose terms have been modified in TDRs at December 31, 2022.

For principal deferrals, incremental deterioration in the credit quality of the loan, represented by a downgrade in the risk rating of the loan, for example, due to missed interest payments or a reduction of collateral value, was considered a subsequent default. For interest rate reductions, a subsequent payment default was defined in terms of delinquency, when a principal or interest payment was 90 days past due. Of the TDRs modified during the year ended December 31, 2022, there were \$6 million of subsequent defaults of principal deferrals and no subsequent defaults of interest rate reductions.

NOTE 5 - SIGNIFICANT GROUP CONCENTRATIONS OF CREDIT RISK

Concentrations of credit risk may exist when a number of borrowers are engaged in similar activities, or activities in the same geographic region, and have similar economic characteristics that would cause them to be similarly impacted by changes in economic or other conditions. Concentrations of both on-balance sheet and off-balance sheet credit risk are controlled and monitored as part of credit policies. The Corporation is a regional financial services holding company with a geographic concentration of its on-balance-sheet and off-balance-sheet activities in five primary geographic markets - Texas, California, Michigan, California Arizona and Texas, Florida - and secondarily in several mountain, southeastern and other states, and in Canada and Mexico.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

At December 31, 2023 December 31, 2024, the Corporation's concentration of credit risk with the commercial real estate industry, which includes a portfolio of real estate construction and commercial mortgage loans, represented 36 percent of total loans. The following table summarizes the Corporation's commercial real estate loan portfolio by loan category.

(in millions)	2023	2022
December 31		
Real estate construction loans:		
Commercial Real Estate business line (a)	\$ 4,570	\$ 2,505
Other business lines (b)	513	600
Total real estate construction loans	5,083	3,105

Commercial mortgage loans:			
Commercial Real Estate business line (a)		4,727	4,681
Other business lines (b)		8,959	8,625
Total commercial mortgage loans		13,686	13,306
Total commercial real estate loans	\$	18,769	\$ 16,411
Total unused commitments on commercial real estate loans	\$	4,382	\$ 6,602

(in millions)	2024	2023
December 31		
Real estate construction loans:		
Commercial Real Estate business line (a)	\$ 3,358	\$ 4,570
Other business lines (b)	322	513
Total real estate construction loans	3,680	5,083
Commercial mortgage loans:		
Commercial Real Estate business line (a)	6,044	4,727
Other business lines (b)	8,449	8,959
Total commercial mortgage loans	14,493	13,686
Total commercial real estate loans	\$ 18,173	\$ 18,769
Total unused commitments on commercial real estate loans	\$ 3,130	\$ 4,382

(a) *Primarily loans to real estate developers.*

(b) *Primarily loans secured by owner-occupied real estate.*

The Corporation also has a concentration of credit risk with the automotive industry, which represented **14.12** percent of total loans at **December 31, 2023** **December 31, 2024**. Outstanding loans, included in commercial loans on the Consolidated Balance Sheets, and total exposure (outstanding loans, unused commitments and standby letters of credit) to companies related to the automotive industry were as follows:

(in millions)	2024	2023
December 31		
Automotive loans:		
Production	\$ 764	\$ 848
Dealer	5,513	6,191
Total automotive loans	\$ 6,277	\$ 7,039
Total automotive exposure:		
Production	\$ 1,661	\$ 1,744
Dealer	8,675	10,418
Total automotive exposure	\$ 10,336	\$ 12,162

(in millions)	2023	2022
December 31		
Automotive loans:		
Production	\$ 848	\$ 1,068
Dealer	6,191	5,367
Total automotive loans	\$ 7,039	\$ 6,435
Total automotive exposure:		
Production	\$ 1,744	\$ 2,028
Dealer	10,418	10,910
Total automotive exposure	\$ 12,162	\$ 12,938

NOTE 6 - PREMISES AND EQUIPMENT

A summary of premises and equipment by major category follows:

(in millions)	(in millions)
---------------	---------------

December 31	December 31	2023	2022	December 31	2024	2023
Land						
Buildings and improvements						
Furniture and equipment						
Total cost						
Less: Accumulated depreciation and amortization						
Net book value						

The Corporation conducts a portion of its business from leased facilities and leases certain equipment. Refer to Note 25 for more information on leased facilities and equipment.

Other assets included unamortized capitalized software costs of \$106 million and \$83 million at December 31, 2023 and 2022, respectively. Noninterest expenses included software amortization expense of \$26 million, \$25 million and \$33 million for the years ending December 31, 2023, 2022 and 2021, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

Other assets included unamortized capitalized software costs of \$137 million and \$106 million at December 31, 2024 and 2023, respectively. Noninterest expenses included software amortization expense of \$28 million, \$26 million and \$25 million for the years ending December 31, 2024, 2023 and 2022, respectively.

NOTE 7 - GOODWILL AND INTANGIBLES

The following table summarizes the carrying value of goodwill by reporting unit for the years ended December 31, 2023 December 31, 2024 and 2022, 2023.

(in millions)

(in millions)

(in millions)

December 31

December 31

December 31

Commercial Bank

Commercial Bank

Commercial Bank

Retail Bank

Retail Bank

Retail Bank

Wealth Management

Wealth Management

Wealth Management

Total

Total

Total

The Corporation performs its annual evaluation of goodwill impairment in the third quarter of each year and may elect to perform a quantitative impairment analysis or first conduct a qualitative analysis to determine if a quantitative analysis is necessary. In addition, the Corporation evaluates goodwill impairment on an interim basis if events or changes in circumstances between annual tests indicate additional testing may be warranted to determine if goodwill might be impaired.

In 2023 2024 and 2022, 2023, the annual test of goodwill impairment was performed as of the beginning of the third quarter, and in both periods, quarter. In the 2024 period, a qualitative assessment resulted in the Corporation determining goodwill was not impaired, as it was more likely than not that the fair value of each reporting unit exceeded its carrying value. In the 2023 period, a quantitative assessment resulted in the Corporation determining that goodwill was not impaired, as the estimated fair value of the reporting units were each greater than their respective carrying values.

NOTE 8 - DERIVATIVE AND CREDIT-RELATED FINANCIAL INSTRUMENTS

In the normal course of business, the Corporation enters into various transactions involving derivative and credit-related financial instruments to manage exposure to fluctuations in interest rate, foreign currency and other market risks and to meet the financing needs of customers (customer-initiated derivatives). These financial instruments involve, to varying degrees, elements of market and credit risk. Market and credit risk are included in the determination of fair value.

Market risk is the potential loss that may result from movements in interest rates, foreign currency exchange rates or energy commodity prices that cause an unfavorable change in the value of a financial instrument. The Corporation manages this risk by establishing monetary exposure limits and monitoring compliance with those limits. Market risk

inherent in interest rate and energy contracts entered into on behalf of customers is mitigated by taking offsetting positions, except in those circumstances when the amount, tenor and/or contract rate level results in negligible economic risk, whereby the cost of purchasing an offsetting contract is not economically justifiable. The Corporation mitigates most of the inherent market risk in foreign exchange contracts entered into on behalf of customers by taking offsetting positions and manages the remainder through individual foreign currency position limits and aggregate value-at-risk limits. **These Position and value-at-risk** limits are established annually and **positions are monitored quarterly, daily.** Market risk inherent in derivative instruments held or issued for risk management purposes is typically offset by changes in the fair value of the assets or liabilities being hedged.

Credit risk is the possible loss that may occur in the event of nonperformance by the counterparty to a financial instrument. The Corporation attempts to minimize credit risk arising from customer-initiated derivatives by evaluating the creditworthiness of each customer, adhering to the same credit approval process used for traditional lending activities and obtaining collateral as deemed necessary. Derivatives with dealer counterparties are either cleared through a clearinghouse or settled directly with a single counterparty. For derivatives settled directly with dealer counterparties, the Corporation utilizes counterparty risk limits and monitoring procedures as well as master netting arrangements and bilateral collateral agreements to facilitate the management of credit risk.

Included in the fair value of derivative instruments are credit valuation adjustments reflecting counterparty credit risk. These adjustments are determined by applying a credit spread for the counterparty or the Corporation, as appropriate, to the total expected exposure of the derivative. Master netting arrangements effectively reduce credit valuation adjustments by permitting settlement of positive and negative positions and offset cash collateral held with the same counterparty on a net basis. Bilateral collateral agreements require daily exchange of cash or highly rated securities issued by the U.S. Treasury or other U.S. government entities to collateralize amounts due to either party. At **December 31, 2023** **December 31, 2024**, counterparties with bilateral

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

collateral agreements deposited **\$143 million** **\$85 million** of cash with the Corporation to secure the fair value of contracts in an unrealized gain position, and the Corporation had pledged **\$4 million** **\$2 million** of marketable investment securities and posted **\$14 million** an **insignificant amount** of cash as collateral for contracts in an unrealized loss position. For those counterparties not covered under bilateral collateral agreements, collateral is obtained, if deemed necessary, based on the results of management's credit evaluation of the counterparty. Collateral varies, but may include cash, investment securities, accounts receivable, equipment or real estate.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

Derivative Instruments

Derivative instruments utilized by the Corporation are negotiated over-the-counter and primarily include swaps, caps and floors, forward contracts and options, each of which may relate to interest rates, energy commodity prices or foreign currency exchange rates. Swaps are agreements in which two parties periodically exchange cash payments based on specified indices applied to a specified notional amount until a stated maturity. Caps and floors are agreements which entitle the buyer to receive cash payments based on the difference between a specified reference rate or price and an agreed strike rate or price, applied to a specified notional amount until a stated maturity. Forward contracts are over-the-counter agreements to buy or sell an asset at a specified future date and price. Options are similar to forward contracts except the purchaser has the right, but not the obligation, to buy or sell the asset during a specified period or at a specified future date.

Over-the-counter contracts are tailored to meet the needs of the counterparties involved and, therefore, contain a greater degree of credit risk and liquidity risk than exchange-traded contracts, which have standardized terms and readily available price information. The Corporation reduces exposure to market and liquidity risks from over-the-counter derivative instruments entered into for risk management purposes, and transactions entered into to mitigate the market risk associated with customer-initiated transactions, by taking offsetting positions with investment grade domestic and foreign financial institutions and subjecting counterparties to credit approvals, limits and collateral monitoring procedures similar to those used in making other extensions of credit. In addition, certain derivative contracts executed bilaterally with a dealer counterparty in the over-the-counter market are cleared through a clearinghouse, whereby the clearinghouse becomes the counterparty to the transaction.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

The following table presents the composition of the Corporation's derivative instruments held or issued for risk management purposes or in connection with customer-initiated and other activities at **December 31, 2023** **December 31, 2024** and **2022**. The table excludes a derivative related to the Corporation's 2008 sale of its remaining ownership of Visa shares and includes accrued interest receivable and payable.

<i>(in millions)</i>	December 31, 2023				December 31, 2022			
	Fair Value				Fair Value			
	Notional/ Contract	Gross Derivative Assets	Gross Derivative Liabilities	Amount (a)	Notional/ Contract	Gross Derivative Assets	Gross Derivative Liabilities	Amount (a)
Risk management purposes								
Derivatives designated as hedging instruments								

Interest rate contracts:							
Fair value swaps - receive fixed/pay floating	\$ 6,300	\$ —	\$ —	\$ 3,150	\$ —	\$ —	\$ —
Cash flow swaps - receive fixed/ pay floating (b)	24,850	—	8	26,600	—	—	50
Derivatives used as economic hedges							
Foreign exchange contracts:							
Spot, forwards and swaps	560	1	3	392	1	3	
Total risk management purposes	31,710	1	11	30,142	1	53	
Customer-initiated and other activities							
Interest rate contracts:							
Caps and floors written	1,577	—	18	924	—	25	
Caps and floors purchased	1,577	18	—	924	25	—	
Swaps	19,316	207	409	18,450	181	569	
Total interest rate contracts	22,470	225	427	20,298	206	594	
Energy contracts:							
Caps and floors written	3,719	3	291	4,051	—	430	
Caps and floors purchased	3,719	292	3	4,051	431	—	
Swaps	6,368	463	442	6,419	589	576	
Total energy contracts	13,806	758	736	14,521	1,020	1,006	
Foreign exchange contracts:							
Spot, forwards, options and swaps	2,751	35	32	2,704	52	42	
Total customer-initiated and other activities	39,027	1,018	1,195	37,523	1,278	1,642	
Total gross derivatives	\$ 70,737	1,019	1,206	\$ 67,665	1,279	1,695	
Amounts offset in the Consolidated Balance Sheets:							
Netting adjustment - Offsetting derivative assets/liabilities	(311)	(311)	(311)	(644)	(644)	(644)	
Netting adjustment - Cash collateral received/posted	(143)	(13)	(13)	(180)	(180)	(4)	
Net derivatives included in the Consolidated Balance Sheets (c)	565	882	882	455	455	1,047	
Amounts not offset in the Consolidated Balance Sheets:							
Marketable securities pledged under bilateral collateral agreements	(501)	(4)	(4)	(70)	(70)	(202)	
Net derivatives after deducting amounts not offset in the Consolidated Balance Sheets	\$ 64	\$ 878	\$ 878	\$ 385	\$ 385	\$ 845	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

(in millions)	December 31, 2024				December 31, 2023					
	Notional/ Contract Amount (a)	Fair Value		Notional/ Contract Amount (a)	Fair Value					
		Gross Derivative Assets	Gross Derivative Liabilities		Gross Derivative Assets	Gross Derivative Liabilities				
Risk management purposes										
Derivatives designated as hedging instruments										
Interest rate contracts:										
Fair value swaps - receive fixed/pay floating	\$ 6,800	\$ —	\$ —	\$ 6,300	\$ —	\$ —	\$ —	\$ —		
Cash flow swaps - receive fixed/ pay floating (b)	23,350	—	3	24,850	—	—	8			
Derivatives used as economic hedges										
Foreign exchange contracts:										
Spot, forwards and swaps	453	3	—	560	1	3				

Total risk management purposes	30,603	3	3	31,710	1	11
Customer-initiated and other activities						
Interest rate contracts:						
Caps and floors written	1,781	—	12	1,577	—	18
Caps and floors purchased	1,781	12	—	1,577	18	—
Swaps	19,189	165	320	19,316	207	409
Total interest rate contracts	22,751	177	332	22,470	225	427
Energy contracts:						
Caps and floors written	3,460	—	201	3,719	3	291
Caps and floors purchased	3,460	202	—	3,719	292	3
Swaps	6,338	214	199	6,368	463	442
Total energy contracts	13,258	416	400	13,806	758	736
Foreign exchange contracts:						
Spot, forwards, options and swaps	3,117	70	59	2,751	35	32
Total customer-initiated and other activities	39,126	663	791	39,027	1,018	1,195
Total gross derivatives	\$ 69,729	666	794	\$ 70,737	1,019	1,206
Amounts offset in the Consolidated Balance Sheets:						
Netting adjustment - Offsetting derivative assets/liabilities	(330)	(330)		(311)	(311)	
Netting adjustment - Cash collateral received/posted	(80)	—		(143)	(13)	
Net derivatives included in the Consolidated Balance Sheets (c)	256	464		565	882	
Amounts not offset in the Consolidated Balance Sheets:						
Marketable securities pledged under bilateral collateral agreements	(143)	(2)		(501)	(4)	
Net derivatives after deducting amounts not offset in the Consolidated Balance Sheets	\$ 113	\$ 462		\$ 64	\$ 878	

(a) Notional or contractual amounts, which represent the extent of involvement in the derivatives market, are used to determine the contractual cash flows required in accordance with the terms of the agreement. These amounts are typically not exchanged, significantly exceed amounts subject to credit or market risk and are not reflected on the Consolidated Balance Sheets.

(b) December 31, 2023 included \$2.0 billion \$2 billion of forward starting swaps that will become became effective on their contractual start dates in 2024. There were no forward starting swaps at December 31, 2024.

(c) Net derivative assets are included in accrued income and other assets and net derivative liabilities are included in accrued expenses and other liabilities on the Consolidated Balance Sheets. Included in the fair value of net derivative assets and net derivative liabilities are credit valuation adjustments reflecting counterparty credit risk and credit risk of the Corporation. The fair value of net derivative assets included credit valuation adjustments for counterparty credit risk of \$1 million and \$3 million at December 31, 2024 and \$2 million at December 31, 2023 and 2022, 2023, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Risk Management

The Corporation's derivative instruments used for managing interest rate risk include cash flow hedging strategies that convert variable-rate loans to fixed rates and fair value hedging strategies that convert fixed-rate medium- and long-term debt to variable rates. Interest and fees on loans included (expense) income related to net expense from cash flow swaps settlements of \$(602) million, \$(25) million \$637 million, \$602 million and \$95 million \$25 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively.

The following table details the effects of fair value hedging on the Consolidated Statements of Comprehensive Income.

(in millions)	(in millions)	Interest on Medium- and Long-Term Debt (in millions)		Interest on Medium- and Long-Term Debt			
Years Ended December 31	Years Ended December 31	2023	2022	2021	Years Ended December 31	2024	2023
Total interest on medium-and long-term debt (a)							
Fair value hedging relationships:							
Interest rate contracts:							
Interest rate contracts:							
Interest rate contracts:							
Hedged items							
Hedged items							

Hedged items

Derivatives designated as hedging instruments

(a) Includes the effects of hedging.

The following tables summarize the expected weighted average remaining maturity of the notional amount of risk management interest rate swaps, the weighted average interest rates associated with amounts expected to be received or paid on interest rate swap agreements, and for fair value swaps, the carrying amount of the related hedged items, as of December 31, 2023 December 31, 2024 and 2022, 2023.

Cash flow swaps - receive fixed/pay floating rate on variable-rate loans (a)

(dollar amounts in millions)	(dollar amounts in millions)	December 31, 2023	December 31, 2022	(dollar amounts in millions)	December 31, 2024	December 31, 2023
Weighted average:						
Time to maturity (in years)						
Time to maturity (in years)						
Time to maturity (in years)						
Receive rate (b)	Receive rate (b)	2.43 %	2.35 %	Receive rate (b)	2.55 %	2.43 %
Pay rate (b), (c)						

(a) Includes \$7.0 billion December 31, 2023 included \$7.0 billion of de-designated interest rate swaps.

(b) Excludes 2.0 billion of forward starting swaps not effective as of the period shown. December 31, 2023 excluded \$2.0 billion of. There were no forward starting swaps. December 31, 2022 excluded \$4.6 billion of forward starting swaps. swaps at December 31, 2024.

(c) Variable rates paid on receive fixed swaps designated as cash flow hedges were based on SOFR rates in effect at December 31, 2024 and BSBY or SOFR rates in effect at December 31, 2023 and LIBOR, BSBY or SOFR rates in effect at December 31, 2022.

Fair value swaps - receive fixed/pay floating rate on medium- and long-term debt

(dollar amounts in millions)	(dollar amounts in millions)	December 31, 2023	December 31, 2022	(dollar amounts in millions)	December 31, 2024	December 31, 2023
Carrying value of hedged items (a)						
Weighted average:						
Time to maturity (in years)						
Time to maturity (in years)						
Time to maturity (in years)						
Receive rate	Receive rate	3.67 %	3.52 %	Receive rate	3.77 %	3.67 %
Pay rate (b)						

(a) Included \$(93) \$(122) million and \$(124) \$(93) million of cumulative hedging adjustments at December 31, 2023 December 31, 2024 and 2022, 2023, respectively, which included \$3 million \$2 million and \$4 million \$3 million, respectively, of hedging adjustment on a discontinued hedging relationship.

(b) Floating rates paid on receive fixed swaps designated as fair value hedges were based on SOFR rates in effect at December 31, 2023 December 31, 2024 and SOFR and LIBOR rates in effect at December 31, 2022 December 31, 2023.

De-designated Re-designated Interest Rate Swaps and Price Alignment Income

On November 15, 2023, the Bloomberg Index Services Limited (Bloomberg) announced a permanent cessation of BSBY and all of its tenors effective that it would discontinue publishing the Bloomberg Short-Term Bank Yield Index (BSBY) on November 15, 2024. Accordingly, accordingly, the Corporation de-designated \$7.0 billion was required to "de-designate" \$7.0 billion of interest rate swaps accounted for as used in cash flow hedges of certain BSBY-indexed loans as and reclassify amounts recognized in accumulated other comprehensive income into earnings. A total of November 15, 2023, because it was no longer probable that the BSBY-based loan cash flows would occur through the duration of the hedging relationships.

As \$130 million in net losses were included in noninterest income as a result of the de-designation, a pre-tax loss de-designations, consisting of \$195 million was reclassified \$39 million during the first quarter 2024 and \$91 million during the fourth quarter 2023. For each de-designated swap, settlement of interest payments and changes in fair value were recorded as risk management hedging losses within noninterest income instead of net interest income until re-designation. All impacted swaps were re-designated as of April 1, 2024.

Amounts in accumulated other comprehensive income related to cash flows that continued to be probable of occurring were amortized out of AOCI accumulated other comprehensive income and into earnings, for cash flows no longer probable of occurring. In addition, periodic settlement which resulted in pre-tax losses of \$29 million \$177 million recorded in interest and fees on loans during the year ended December 31, 2024. Additionally, the fair market value gains of \$133 million for de-designated positions were recognized as part of noninterest income from the de-designation date of November 15, 2023 through December 31, 2023. This resulted in a net loss of \$91 million recorded as a component of risk management hedging (loss) income in the Consolidated Statement of Income, swaps at

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

Amounts in AOCI related to cash flows that continue to be probable of occurring are amortized out of AOCI and re-designation date were accreted back into earnings from the de-designation date through BSBY cessation, accumulated other comprehensive income, resulting in a pre-tax loss benefit of \$26 million recognized \$170 million for the year ended

December 31, 2024. The amortization of probable cash flows and fair value accretion, as part of interest and fees on loans well as of December 31, 2023. Along with settlements no longer recognized through margin this before re-designation, resulted in an overall \$7 million increase to net interest income for the year ended December 31, 2024.

BSBY cessation and the related de-designation and re-designation of interest rate swaps led to a net benefit increase in accumulated other comprehensive income of \$3 million \$24 million for the year ended December 31, 2024, compared to interest and fees on loans \$68 million for the year ended December 31, 2023.

For more information on accumulated net losses on cash flow hedges, refer to Note 14.

Price Alignment Income

Risk management hedging income (loss) income also includes price alignment income, which is income received on payments made to a central clearing party for centrally cleared derivatives. Positions are settled daily based on derivative fair values and the party receiving net settlement amounts pays price alignment, based on an earning rate, to the party making settlement payments. Price alignment income totaled \$51 million \$46 million for the year ending December 31, 2023 ended December 31, 2024, \$8 million \$51 million for the year ending December 31, 2022 ended December 31, 2023 and was insignificant \$8 million for the year ending December 31, 2021 ended December 31, 2022.

Customer-Initiated and Other

The Corporation enters into derivative transactions at the request of customers and generally takes offsetting positions with dealer counterparties to mitigate the inherent market risk. Income primarily results from the spread between the customer derivative and the offsetting dealer position.

For customer-initiated foreign exchange contracts where offsetting positions have not been taken, the Corporation manages the remaining inherent market risk through individual foreign currency position limits and aggregate value-at-risk limits. These limits are established annually and reviewed quarterly.

Fair values of customer-initiated and other derivative instruments represent the net unrealized gains or losses on such contracts and are recorded on the Consolidated Balance Sheets. Changes in fair value are recognized on the Consolidated Statements of Income. The net gains recognized in income on customer-initiated derivative instruments, net of the impact of offsetting positions included in derivative income, were as follows:

		Years Ended December 31,						
(in millions)	(in millions)	2023	2022	2021	(in millions)	2024	2023	2022
Interest rate contracts								
Energy contracts								
Foreign exchange contracts								
Total								

Credit-Related Financial Instruments

The Corporation issues off-balance sheet financial instruments in connection with commercial and consumer lending activities. The Corporation's credit risk associated with these instruments is represented by the contractual amounts indicated in the following table.

(in millions)	December 31	December 31	December 31	2023	2022	2024	2023
Unused commitments to extend credit:							
Commercial and other							
Commercial and other							
Commercial and other							
Bankcard, revolving credit and home equity loan commitments							
Total unused commitments to extend credit							
Standby letters of credit							
Commercial letters of credit							

The Corporation maintains an allowance to cover current expected credit losses inherent in lending-related commitments, including unused commitments to extend credit, letters of credit and financial guarantees. The allowance for credit losses on lending-related commitments, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, was \$35 million and \$40 million at December 31, 2024 and \$51 million at December 31, 2023 2023, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and 2022, respectively. Subsidiaries

Unused Commitments to Extend Credit

Commitments to extend credit are legally binding agreements to lend to a customer, provided there is no violation of any condition established in the contract. These commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many commitments expire without being drawn upon, the total contractual amount of commitments does not necessarily represent future cash requirements of the Corporation. Commercial and other unused commitments are primarily variable rate commitments. The allowance for credit losses on lending-related commitments

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated included \$30 million and Subsidiaries

included \$38 million at December 31, 2024 and \$44 million at December 31, 2023 and 2022, 2023, respectively, for expected credit losses inherent in the Corporation's unused commitments to extend credit.

Standby and Commercial Letters of Credit

Standby letters of credit represent conditional obligations of the Corporation which guarantee the performance of a customer to a third party. Standby letters of credit are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions. Commercial letters of credit are issued to finance foreign or domestic trade transactions. These contracts expire in decreasing amounts through the year 2033, 2035. The Corporation may enter into participation arrangements with third parties that effectively reduce the maximum amount of future payments which may be required under standby and commercial letters of credit. These risk participations covered \$223 million and \$85 million at December 31, 2024 and \$107 million at December 31, 2023 and 2022, 2023, respectively, of the \$3.6 billion \$4.2 billion and \$3.8 \$3.6 billion of standby and commercial letters of credit outstanding at December 31, 2023 December 31, 2024 and 2022, 2023, respectively.

The carrying value of the Corporation's standby and commercial letters of credit, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, totaled \$34 million at December 31, 2023 December 31, 2024, including \$32 million \$29 million in deferred fees and \$2 million \$5 million in the allowance for credit losses on lending-related commitments. At December 31, 2022 December 31, 2023, the comparable amounts were \$35 million \$34 million, \$28 million \$32 million and \$7 million \$2 million, respectively.

The following table presents a summary of criticized standby and commercial letters of credit at December 31, 2023 December 31, 2024 and 2022, 2023. The Corporation's criticized list is consistent with the Special Mention, Substandard and Doubtful categories defined by regulatory authorities. The Corporation manages credit risk through underwriting, periodically reviewing and approving its credit exposures using Board committee approved credit policies and guidelines.

(dollar amounts in millions)	December 31, 2023	December 31, 2022	December 31, 2024	December 31, 2023
(dollar amounts in millions)	(dollar amounts in millions)	(dollar amounts in millions)	(dollar amounts in millions)	(dollar amounts in millions)
Total criticized standby and commercial letters of credit				
As a percentage of total outstanding standby and commercial letters of credit	1.4 %	1.0 %	0.9 %	1.4 %

Other Credit-Related Financial Instruments

The Corporation enters into credit risk participation agreements, under which the Corporation assumes credit exposure associated with a borrower's performance related to certain interest rate derivative contracts. The Corporation is not a party to the interest rate derivative contracts and only enters into these credit risk participation agreements in instances in which the Corporation is also a party to the related loan participation agreement for such borrowers. The Corporation manages its credit risk on the credit risk participation agreements by monitoring the creditworthiness of the borrowers, which is based on the normal credit review process as if the Corporation had entered into the derivative instruments directly with the borrower. The notional amount of such credit risk participation agreements reflects the pro-rata share of the derivative instrument, consistent with its share of the related participated loan. The total notional amount of the credit risk participation agreements was approximately \$1.1 billion and \$1.0 billion at December 31, 2024 and \$951 million at December 31, 2023 and 2022, 2023, respectively, and the fair value was insignificant at both December 31, 2024 and December 31, 2023 and December 31, 2022. The maximum estimated exposure to these agreements, as measured by projecting a maximum value of the guaranteed derivative instruments as of the balance sheet date, assuming 100 percent default by all obligors on the maximum values, was \$1 million and \$2 million at December 31, 2023 December 31, 2024 and insignificant at December 31, 2022. December 31, 2023, respectively. In the event of default, the lead bank has the ability to liquidate the assets of the borrower, in which case the lead bank would be required to return a percentage of the recouped assets to the participating banks. As of December 31, 2023 December 31, 2024, the weighted average remaining maturity of outstanding credit risk participation agreements was 4.1 4.6 years.

In 2008, the Corporation sold its remaining ownership of Visa Class B shares and entered into a derivative contract. Under the terms of the derivative contract, the Corporation will compensate the counterparty primarily for dilutive adjustments made to the conversion factor of the Visa Class B shares to Class A shares based on the ultimate outcome of litigation involving Visa. Conversely, the Corporation will be compensated by the counterparty for any increase in the conversion factor from anti- dilutive adjustments. The notional amount of the derivative contract was equivalent to approximately 780,000 Visa Class B Shares. The fair value of the derivative liability, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, was \$6 million and \$12 million at both December 31, 2024 and December 31, 2023, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and 2022, Subsidiaries

NOTE 9 - VARIABLE INTEREST ENTITIES (VIEs)

The Corporation evaluates its interest in certain entities to determine if these entities meet the definition of a VIE and whether the Corporation is the primary beneficiary and should consolidate the entity based on the variable interests it held both at inception and when there is a change in circumstances that requires a reconsideration.

The Corporation holds ownership interests in funds in the form of limited partnerships or limited liability companies (LLCs) investing in affordable housing projects that qualify for the low-income housing tax credit (LIHTC). The Corporation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

also directly invests in limited partnerships and LLCs which invest in community development projects, which generate similar tax credits to investors (other tax credit entities). As an investor, the Corporation obtains income tax credits and deductions from the operating losses of these tax credit entities. These tax credit entities meet the definition of a VIE; however, the Corporation is not the primary beneficiary of the entities, as the general partner or the managing member has both the power to direct the activities that most significantly impact the economic performance of the entities and the obligation to absorb losses or the right to receive benefits that could be significant to the entities.

The Corporation accounts for its interests in LIHTC entities and, upon adoption of ASU 2023-02 as discussed in Note 1, other tax credit entities that meet certain criteria using the proportional amortization method. Ownership interests in other tax credit entities that do not qualify for the proportional amortization method are accounted for under either the cost or equity method. Exposure to loss as a result of the Corporation's involvement in LIHTC entities using the proportional amortization method was limited to \$566 million and none for other tax credit entities at December 31, 2023 was limited to \$500 million and \$29 million, respectively. December 31, 2024.

Investment balances, including all legally binding commitments to fund future investments that are accounted for using the proportional amortization method, are included in accrued income and other assets on the Consolidated Balance Sheets. A liability is recognized in accrued expenses and other liabilities on the Consolidated Balance Sheets for all legally binding unfunded commitments to fund tax credit entities that are accounted for using the proportional amortization method (\$231 million at December 31, 2023 December 31, 2024). Amortization and other write-downs of LIHTC tax credit investments for which the proportional amortization method is applied are presented on a net basis as a component of the provision for income taxes on the Consolidated Statements of Income, while amortization and write-downs of other tax credit investments are recorded in other noninterest income. The income tax credits and deductions are recorded as a reduction of income tax expense and a reduction of federal income taxes payable. The cash flows related to the total income tax benefits are presented in the "net income," "benefit for deferred income taxes" and "other, net" line items within the operating activities section of the Consolidated Statements of Cash Flows.

The Corporation provided no financial or other support that was not contractually required to any of the above VIEs during the years ended December 31, 2023 December 31, 2024, 2022 and 2021.

The following table summarizes the impact of these tax credit entities on the Corporation's Consolidated Statements of Income.

(in millions)	2023	2022	2021
Years Ended December 31			
Other noninterest income:			
Amortization of other tax credit investments	\$ (4)	\$ —	\$ 1
Provision for income taxes:			
Amortization of LIHTC Investments	\$ 69	\$ 72	\$ 71
Low income housing tax credits	(65)	(68)	(68)
Other tax benefits related to tax credit entities	(21)	(18)	(17)
Total provision for income taxes	\$ (17)	\$ (14)	\$ (14)

(in millions)	2024
Years Ended December 31	
Provision for income taxes:	
Amortization of investments	\$ 76
Tax credits	(75)
Other income tax benefits related to tax credit entities	(16)
Total provision for income taxes	\$ (15)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

Prior to the adoption of ASU 2023-02, only LIHTC investments qualified for the proportional amortization method of accounting. The following table summarizes the impact of these LIHTC entities on the Corporation's Consolidated Statements of Comprehensive Income.

(in millions)	2023	2022
Years Ended December 31		
Other noninterest income:		
Amortization of other tax credit investments	\$ (4)	\$ —
Provision for income taxes:		
Amortization of LIHTC investments	\$ 69	\$ 72
Low income housing tax credits	(65)	(68)
Other tax benefits related to tax credit entities	(21)	(18)
Total provision for income taxes	\$ (17)	\$ (14)

For further information on the Corporation's consolidation policy, see Note 1.

NOTE 10 - DEPOSITS

At December 31, 2023 December 31, 2024, the scheduled maturities of certificates of deposit and other deposits with a stated maturity were as follows:

(in millions)	Years Ending December 31		
2024		\$	8,177
2025			67
2026			21
2027			12
2028			6
Thereafter			3
Total		\$	8,286

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

(in millions)	Years Ending December 31		
2025		\$	4,455
2026			54
2027			14
2028			6
2029			2
Thereafter			3
Total		\$	4,534

A maturity distribution of domestic certificates of deposit of \$100,000 and over follows:

(in millions)	December 31	(in millions)	December 31	2023	2022	(in millions)	December 31	2024	2023
Three months or less									
Over three months to six months									
Over six months to twelve months									
Over twelve months									
Total									

The aggregate amount of domestic certificates of deposit that meet or exceed the current FDIC insurance limit of \$250,000 was \$1.3 billion and \$478 million \$1.3 billion at December 31, 2023 December 31, 2024 and 2022, 2023, respectively. All foreign office time deposits were in denominations of \$250,000 or more and totaled \$13 million \$32 million and \$51 million \$13 million at December 31, 2023 December 31, 2024 and 2022, 2023, respectively.

NOTE 11 - SHORT-TERM BORROWINGS

Federal funds purchased generally mature within one to four days from the transaction date. Other short-term borrowings, which may consist of borrowed securities and short-term notes, generally mature within one to 120 days from the transaction date. At December 31, 2024, there were no short-term borrowings outstanding. At December 31, 2023 and 2022, other short-term borrowings totaled \$3.6 billion and primarily consisted of advances from the FHLB of Dallas, Texas, which provides short- and long-term funding to its members through advances collateralized by real estate-related loans, certain government agency-backed securities and other eligible assets. Actual borrowing capacity is contingent on the amount of collateral pledged to the FHLB, Texas. At December 31, 2023, the Bank had pledged real estate-related loans totaling \$21.9 billion and investment securities totaling \$6.6 billion to the FHLB, which provided for up to \$17.1 billion of collateralized borrowing with the FHLB. Of the \$17.1 billion total capacity at FHLB at December 31, 2023, \$3.6 billion in short-term advances and \$4.0 billion in medium- and long-term advances were outstanding, leaving \$9.5 billion available at the FHLB at December 31, 2023.

At December 31, 2023 December 31, 2024, the Bank had pledged loans totaling \$24.6 billion and investment securities totaling \$7.7 billion \$20.3 billion to the FRB, which provided for up to \$21.0 billion and \$9.3 billion \$16.8 billion of collateralized borrowing through the discount window and BTFP program, respectively. The Bank did not rely on the BTFP facility as a funding source, except to perform an operational test at the onset, and does not plan to use the facility for the remainder of its existence. Total available collateralized borrowings with the FRB was \$30.3 billion at December 31, 2023.

The following table provides a summary of short-term borrowings.

(dollar amounts in millions)	Federal Funds Purchased	Other Short-term Borrowings
December 31, 2023		
Amount outstanding at year-end	\$ 15	\$ 3,550
Weighted average interest rate at year-end	5.30 %	5.74 %
Maximum month-end balance during the year	\$ 19	\$ 11,000
Average balance outstanding during the year	29	7,189
Weighted average interest rate during the year	4.77 %	5.41 %
December 31, 2022		
Amount outstanding at year-end	\$ 11	\$ 3,200
Weighted average interest rate at year-end	4.32 %	4.54 %
Maximum month-end balance during the year	\$ 1,106	\$ 3,200
Average balance outstanding during the year	82	354
Weighted average interest rate during the year	3.28 %	4.08 %
December 31, 2021		
Amount outstanding at year-end	\$ —	\$ —
Weighted average interest rate at year-end	— %	— %
Maximum month-end balance during the year	\$ 2	\$ —
Average balance outstanding during the year	2	—
Weighted average interest rate during the year	0.06 %	— %

window.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

The following table provides a summary of short-term borrowings.

(dollar amounts in millions)	Federal Funds Purchased	Other Short-term Borrowings
December 31, 2024		
Amount outstanding at year-end	\$ —	\$ —
Weighted average interest rate at year-end	— %	— %
Maximum month-end balance during the year	\$ 37	\$ 3,550
Average balance outstanding during the year	8	829
Weighted average interest rate during the year	5.28 %	5.74 %
December 31, 2023		
Amount outstanding at year-end	\$ 15	\$ 3,550
Weighted average interest rate at year-end	5.30 %	5.74 %
Maximum month-end balance during the year	\$ 19	\$ 11,000
Average balance outstanding during the year	29	7,189
Weighted average interest rate during the year	4.77 %	5.41 %
December 31, 2022		
Amount outstanding at year-end	\$ 11	\$ 3,200
Weighted average interest rate at year-end	4.32 %	4.54 %
Maximum month-end balance during the year	\$ 1,106	\$ 3,200
Average balance outstanding during the year	82	354
Weighted average interest rate during the year	3.28 %	4.08 %

NOTE 12 - MEDIUM- AND LONG-TERM DEBT

Medium- and long-term debt is summarized as follows:

(in millions)

December 31

December 31

December 31

Parent company

Subordinated notes:

Subordinated notes:

Subordinated notes:

3.80% subordinated notes due 2026 (a)

3.80% subordinated notes due 2026 (a)

3.80% subordinated notes due 2026 (a)

2023

2022

2024

2023

Medium- and long-term notes:

3.70% notes due July 2023

3.70% notes due July 2023

3.70% notes due July 2023

4.00% notes due 2029 (a)

4.00% notes due 2029

4.00% notes due 2029

4.00% notes due 2029

5.982% notes due 2030

Total medium- and long-term notes

Total parent company

Subsidiaries

Subordinated notes:

Subordinated notes:

Subordinated notes:

4.00% subordinated notes due 2025 (a)

4.00% subordinated notes due 2025 (a)

4.00% subordinated notes due 2025 (a)

7.875% subordinated notes due 2026 (a)

5.332% subordinated notes due 2033 (a)

Total subordinated notes

Medium- and long-term notes:

2.50% notes due 2024 (a)

2.50% notes due July 2024

2.50% notes due 2024 (a)

2.50% notes due July 2024

2.50% notes due 2024 (a)

2.50% notes due July 2024

Total medium- and long-term notes

Federal Home Loan Bank (FHLB) advances:

5.07% advance due 2025 (a)

5.07% advance due 2025 (a)

5.07% advance due 2025 (a)

4.79% advance due 2026 (a)

4.49% advance due 2027 (a)

4.49% advance due 2028 (a)

Total FHLB advances

Total subsidiaries

Total medium- and long-term debt

(a) The fixed interest rates on these notes have been swapped to a variable rate and designated in a hedging relationship for all notes outstanding at both December 31, 2024 and 2023. Accordingly, carrying value has been adjusted to reflect the change in the fair

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

value of the debt as a result of changes in the benchmark rate.

Subordinated notes with remaining maturities greater than one year qualify as Tier 2 capital.

In first quarter 2023, Comerica Bank (the Bank), a wholly-owned subsidiary of Comerica, Incorporated, is a member of the Bank borrowed \$4.0 billion of fixed-rate FHLB, which provides short- and long-term funding to its members through advances due between 2025 and 2028. Interest collateralized by real estate-related assets. Borrowing capacity is due monthly, with principal due at maturity. Additionally, the Bank entered into fair value fixed-to-floating rate swaps in which the Bank received a weighted-average fixed rate of 3.79% and pays a floating rate based on SOFR. See Note 11 - Short-Term Borrowings for additional information about FHLB advances.

In January 2024, the Corporation issued \$1.0 billion of fixed-to-floating rate senior notes due in 2030, with a rate of 5.982% for the first five years. The rate contingent on the senior notes will reset on January 30, 2029 amount of collateral available to SOFR plus 215.5 basis points until called or matured. Additionally, be pledged to the Corporation entered into two fair value fixed-to-floating rate swaps in which the Corporation received a weighted average fixed rate FHLB. At December 31, 2024, FHLB borrowings were \$4.0 billion, with remaining capacity for future borrowing of 3.77% \$13.0 billion, secured by real estate-related loans totaling \$22.5 billion and will pay a floating rate based on SOFR for the first five years. investment securities totaling \$6.0 billion.

Unamortized debt issuance costs deducted from the carrying amount of medium- and long-term debt totaled \$10 million and \$6 million at December 31, 2024 and \$9 million at December 31, 2023 and 2022, 2023, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

At December 31, 2023 December 31, 2024, the principal maturities of medium- and long-term debt were as follows:

(in millions)	(in millions)	(in millions)
Years Ending December 31	Years Ending December 31	Years Ending December 31
2024		
2025		
2026		
2027		
2028		
2029		
Thereafter		
Total		

NOTE 13 - SHAREHOLDERS' EQUITY

In 2022 and 2021, repurchases During the year ended December 31, 2024, the Corporation repurchased 1.5 million shares at an average price paid of common stock \$63.50 per share under the share repurchase program initially authorized in 2010 by the Board of Directors of the Corporation totaled 377 thousand shares at an average price paid of \$92.61 per Corporation. There is no expiration date for the share and 9.5 million shares at an average price paid of \$75.82 per share, respectively, repurchase program. There were no repurchases of common stock under the share repurchase program in 2023. There is no expiration date for the share repurchase program.

At December 31, 2023 December 31, 2024, the Corporation had 4.3 million 4.7 million shares of common stock reserved for stock option exercises and restricted stock unit vesting.

In May 2020, the Corporation issued and sold 400,000 depository shares, each representing a 1/100th ownership interest in a share of 5.625% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series A, without par value, with a liquidation preference of \$100,000 per share (equivalent of 1,000 per depository share). Holders of the depository shares will be entitled to all proportional rights and preferences of the Series A preferred stock (including dividend, voting, redemption and liquidation rights). The \$400 million issuance yielded \$394 million in proceeds, net of underwriting discounts and offering expenses. Dividends on the Series A preferred stock accrue on a non-cumulative basis at an initial fixed rate per annum of 5.625% and are payable in arrears when, as and if authorized by the Corporation's Board of Directors or a duly authorized committee of the Board and declared by the Corporation, on the first day of January, April, July and October of each year, and commenced on October 1, 2020. Beginning on October 1, 2025 and every five years thereafter, the per annum dividend rate on outstanding shares of Series A preferred stock will reset and equal the then-current five-year Treasury rate plus 5.291%. Under the terms of the Series A preferred stock, the ability of the Corporation to pay dividends on, make distributions with respect to, or to repurchase, redeem or acquire its common stock or any other stock ranking on parity with or junior to the Series A preferred stock, is subject to restrictions in the event that the Corporation does not declare and either pay or set aside a sum sufficient for payment of dividends on the Series A preferred stock for the immediately preceding dividend period. The Series A preferred stock is perpetual and has no maturity date, but is redeemable by the Corporation at specified times subject to regulatory considerations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

NOTE 14 - ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table presents a reconciliation of the changes in the components of accumulated other comprehensive loss and details the components of other comprehensive (loss) income (loss) for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, including the amount of income tax (benefit) expense (benefit) allocated to each component of other comprehensive income (loss) income.

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

2023 2022 2021 2024 2023 2022

Accumulated net unrealized gains (losses) on investment securities:

Accumulated net unrealized losses on investment securities:

Balance at beginning of period, net of tax

Balance at beginning of period, net of tax

Balance at beginning of period, net of tax

Net unrealized gains (losses) arising during the period

Net unrealized gains (losses) arising during the period

Net unrealized gains (losses) arising during the period

Less: Provision (benefit) for income taxes

Net unrealized holding (losses) gains arising during the period

Net unrealized holding (losses) gains arising during the period

Net unrealized holding (losses) gains arising during the period

Less: (Benefit) provision for income taxes

Net unrealized holding (losses) gains arising during the period, net of tax

Less:

Net realized losses included in net securities losses

Net realized losses included in net securities losses

Net realized losses included in net securities losses

Less: Benefit for income taxes

Reclassification adjustment for net securities losses included in net income, net of tax

Change in net unrealized losses on investment securities, net of tax

Change in net unrealized gains (losses) on investment securities, net of tax

Change in net unrealized losses on investment securities, net of tax

Change in net unrealized gains (losses) on investment securities, net of tax

Change in net unrealized gains (losses) on investment securities, net of tax

Change in net unrealized losses on investment securities, net of tax

Balance at end of period, net of tax

Balance at end of period, net of tax

Balance at end of period, net of tax

Accumulated net (losses) gains on cash flow hedges:

Accumulated net losses on cash flow hedges:

Balance at beginning of period, net of tax

Balance at beginning of period, net of tax

Balance at beginning of period, net of tax

Net cash flow hedge gains (losses) arising during the period

Net cash flow hedge (losses) gains arising during the period

Reclassification of loss related to de-designation of derivatives to other noninterest income

Less: Benefit for income taxes

Change in net cash flow hedge losses arising during the period, net of tax

Less:

Net cash flow (losses) gains included in interest and fees on loans

Net cash flow (losses) gains included in interest and fees on loans

Net cash flow (losses) gains included in interest and fees on loans

Amortization of unrealized losses related to de-designated derivatives included in interest and fees on loans

Less: (Benefit) provision for income taxes
Reclassification adjustment for net cash flow hedge (losses) gains included in net income, net of tax
Change in net cash flow hedge gains (losses), net of tax
Net cash flow losses included in interest and fees on loans
Net cash flow losses included in interest and fees on loans
Net cash flow losses included in interest and fees on loans
Net amortization of unrealized losses related to de-designated derivatives included in interest and fees on loans
Less: Benefit for income taxes
Reclassification adjustment for net cash flow hedge losses included in net income, net of tax
Change in net cash flow hedge losses, net of tax
Balance at end of period, net of tax (a)
Accumulated defined benefit pension and other postretirement plans adjustment:
Balance at beginning of period, net of tax
Balance at beginning of period, net of tax
Balance at beginning of period, net of tax
Actuarial gain (loss) arising during the period
Prior service credit arising during the period
Net defined benefit pension and other postretirement plans adjustment arising during the period
Less: Provision (benefit) for income taxes
Less: Provision (benefit) for income taxes
Less: Provision (benefit) for income taxes
Net defined benefit pension and other postretirement plans adjustment arising during the period, net of tax
Amounts recognized in other noninterest expenses:
Amortization of actuarial net loss
Amortization of actuarial net loss
Amortization of actuarial net loss
Amortization of prior service credit
Total amounts recognized in other noninterest expenses
Total amounts recognized in other noninterest expenses
Total amounts recognized in other noninterest expenses
Less: Provision for income taxes
Adjustment for amounts recognized as components of net periodic benefit credit during the period, net of tax
Change in defined benefit pension and other postretirement plans adjustment, net of tax
Balance at end of period, net of tax
Total accumulated other comprehensive loss at end of period, net of tax
Total accumulated other comprehensive loss at end of period, net of tax
Total accumulated other comprehensive loss at end of period, net of tax

(a) The Corporation expects to reclassify \$383 million \$198 million of losses, net of tax, from accumulated other comprehensive loss to earnings over the next twelve months if interest yield curves and notional amounts remain at December 31, 2023 December 31, 2024 levels.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

NOTE 15 - NET INCOME PER COMMON SHARE

Basic and diluted net income per common share are presented in the following table.

(in millions, except per share data)

Years Ended December 31

Years Ended December 31

Years Ended December 31

Basic and diluted

2023 2022 2021 2024 2023 2022

The following table summarizes unrecognized compensation expense **information** for all share-based plans.

(dollar amounts in millions)	December 31, 2023	2024
Total unrecognized share-based compensation expense	\$ 43.47	
Weighted-average expected recognition period (in years)	2.12	2.2

The Corporation has share-based compensation plans under which it awards shares of restricted stock units to executive officers, directors and key personnel and stock options to executive officers and key personnel of the Corporation and its subsidiaries. Restricted stock units fully vest after a period ranging from three years to five years, and stock options fully vest after four years. A majority of share-based compensation awards include a retirement eligibility clause where qualified employees are exempt from the service requirements of the award. This generally results in the recognition of compensation expense at the grant date for retirement eligible employees. The maturity of each option is determined at the date of grant; however, no options may be exercised later than ten years from the date of grant. The options may have restrictions regarding exercisability. The plans provide for a grant of up to 7.7 9.8 million common shares, plus shares under certain plans that are

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

forfeited, expire or are canceled, which become available for re-grant. At December 31, 2023 December 31, 2024, over 3.7 4.6 million shares were available for grant.

The Corporation used a binomial model to value stock options granted in the periods presented. Option valuation models require several inputs, including the expected stock price volatility, and changes in input assumptions can materially affect the fair value estimates. The model used may not necessarily provide a reliable single measure of the fair value of stock options. The risk-free interest rate assumption used in the binomial option-pricing model as outlined in the table below was based on the federal ten-year treasury interest rate. The expected dividend yield was based on the historical and projected long-term dividend yield patterns of the Corporation's common shares. Expected volatility assumptions considered both the historical volatility of the Corporation's common stock over a ten-year period and implied volatility based on actively traded options on the Corporation's common stock with pricing terms and trade dates similar to the stock options granted. Expected option life was based on historical exercise activity over the contractual term of the option grant (ten years), excluding certain forced transactions.

The estimated weighted-average grant-date fair value per option and the underlying binomial option-pricing model assumptions are summarized in the following table:

Years Ended December 31	Years Ended December 31	2023	2022	2021	Years Ended December 31	2024	2023	2022
Weighted-average grant-date fair value per option								
Weighted-average assumptions:								
Risk-free interest rates								
Risk-free interest rates								
Risk-free interest rates		3.46 %	1.78 %	1.05 %			4.13 %	3.46 %
Expected dividend yield								
Volatility								
Expected option life (in years)								

A summary of the Corporation's stock option activity and related information for the year ended December 31, 2023 December 31, 2024 follows:

	Number of Options (in thousands)	Weighted-Average		Aggregate Intrinsic Value (in millions)	Number of Options (in thousands)	Weighted-Average		Aggregate Intrinsic Value (in millions)
		Exercise Price per Share	Remaining Contractual Term (in years)			Exercise Price per Share	Remaining Contractual Term (in years)	
Outstanding-January 1, 2023								
Outstanding-January 1, 2024								
Granted								
Granted								
Granted								
Forfeited or expired								
Forfeited or expired								
Forfeited or expired								
Exercised								
Exercised								
Exercised								
Outstanding-December 31, 2023								
Outstanding-December 31, 2023								
Outstanding-December 31, 2023								

Outstanding-December 31, 2024
Outstanding-December 31, 2024
Outstanding-December 31, 2024
Exercisable-December 31, 2023
Exercisable-December 31, 2024
Exercisable-December 31, 2024
Exercisable-December 31, 2024

The aggregate intrinsic value of outstanding options shown in the table above represents the total pretax intrinsic value at December 31, 2023 December 31, 2024, based on the Corporation's closing stock price of \$55.81 \$61.85 at December 31, 2023 December 31, 2024.

The total intrinsic value of stock options exercised was \$4 million, \$17 \$4 million and \$29 \$17 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021 2022, respectively.

There was no restricted stock award activity in 2024 or 2023. The plan was fully vested as of December 31, 2022. The total fair value of restricted stock awards that fully vested in 2022 and 2021 was \$4 million and \$8 million, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

million.

A summary of the Corporation's restricted stock unit activity and related information for the year ended December 31, 2023 December 31, 2024 follows:

	Service-Based Units		Performance-Based Units	
	Number of Units (in thousands)	Weighted-Average Grant-Date Fair Value per Share	Number of Units (in thousands)	Weighted-Average Grant-Date Fair Value per Share
Outstanding-January 1, 2023	1,405	\$ 64.27	744	\$ 64.01
Granted	629	57.33	294	62.39
Forfeited	(34)	67.09	(8)	73.30
Vested	(482)	60.77	(303)	53.35
Outstanding-December 31, 2023	1,518	\$ 62.42	727	\$ 67.70

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

	Service-Based Units		Performance-Based Units	
	Number of Units (in thousands)	Weighted-Average Grant-Date Fair Value per Share	Number of Units (in thousands)	Weighted-Average Grant-Date Fair Value per Share
Outstanding-January 1, 2024	1,518	\$ 62.42	727	\$ 67.70
Granted	774	51.31	542	52.62
Forfeited	(103)	62.29	(32)	67.71
Vested	(365)	76.76	(437)	56.14
Outstanding-December 31, 2024	1,824	\$ 54.85	800	\$ 63.81

The total fair value of restricted stock units that fully vested was \$42 million, \$52 million \$19 million and \$21 \$19 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021 2022, respectively.

The Corporation expects to satisfy the exercise of stock options and the vesting of restricted stock units by issuing shares of common stock out of treasury. At December 31, 2023 December 31, 2024, the Corporation held 96 million 97 million shares in treasury.

For further information on the Corporation's share-based compensation plans, refer to Note 1.

NOTE 17 - EMPLOYEE BENEFIT PLANS

Defined Benefit Pension and Postretirement Benefit Plans

The Corporation has a qualified and non-qualified defined benefit pension plan. In October 2016, the Corporation modified its defined benefit pension plans to freeze final average pay benefits as of December 31, 2016, other than for participants who were age 60 or older as of December 31, 2016, and added a cash balance plan provision effective January 1, 2017. Active pension plan participants 60 years or older as of December 31, 2016 receive the greater of the final average pay formula or the frozen final average pay benefit as of December 31, 2016 plus the cash balance benefit earned after January 1, 2017. Employees participating in the retirement account plan as All employees aged 21 years or older who attain one year of December 31, 2016 were service are eligible to participate in the cash balance pension plan effective January 1, 2017. Benefits earned under the cash balance pension formula, in the form of an account balance, include contribution credits based on eligible pay earned each month, age and years of service and monthly interest credits based on the 30-year Treasury rate.

The Corporation's postretirement benefit plan provides postretirement health care and life insurance benefits for retirees as of December 31, 1992. The plan also provides certain postretirement health care and life insurance benefits for a limited number of retirees who retired prior to January 1, 2000. For all other employees hired prior to January 1, 2000, a nominal benefit is provided. Employees hired on or after January 1, 2000 and prior to January 1, 2007 are eligible to participate in the plan on a full contributory basis until Medicare-eligible based on age and service. Employees hired on or after January 1, 2007 are not eligible to participate in the plan. The Corporation funds the pre-1992 retiree plan benefits with bank-owned life insurance. Effective January 1, 2022, the plan moved from a self-insured plan to the Medicare and pre-65 individual marketplace with a funded Health Reimbursement Arrangement account for those with subsidized coverage. This change did not have a material impact on the Corporation's consolidated financial condition, results of operations or cash flow.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

The following table sets forth reconciliations of plan assets and the projected benefit obligation, the weighted-average assumptions used to determine year-end benefit obligations, and the amounts recognized in accumulated other comprehensive loss for the Corporation's defined benefit pension plans and postretirement benefit plan at December 31, 2023 December 31, 2024 and 2022, 2023. The Corporation used a measurement date of December 31, 2023 December 31, 2024 for these plans.

Defined Benefit Pension Plans									
Qualified									
Qualified									
	Qualified	Non-Qualified		Postretirement		Non-Qualified		Postretirement	
	(dollar amounts in millions)	(dollar amounts in millions)	2023	2022	2023	2022	2023	(dollar amounts in millions)	2024
Change in fair value of plan assets:									
Fair value of plan assets at January 1									
Fair value of plan assets at January 1									
Fair value of plan assets at January 1									
Actual return on plan assets									
Benefits paid									
Benefits paid									
Benefits paid									
Fair value of plan assets at December 31									
Change in projected benefit obligation:									
Projected benefit obligation at January 1									
Projected benefit obligation at January 1									
Projected benefit obligation at January 1									

	Defined Benefit Pension Plans		Defined Benefit Pension Plans		Postretirement Benefit Plan		Defined Benefit Pension Plans		Postretirement Benefit Plan		(in millions)
	(in millions)	Qualified	Non-Qualified	Total	(in millions)	Qualified	Non-Qualified	Total	(in millions)	Qualified	
Actuarial gain (loss) arising during the period											
Amortization of net actuarial loss											
Amortization of prior service credit											
Total recognized in other comprehensive income (loss)											
Total recognized in other comprehensive (loss) income											

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Components of net periodic defined benefit (credit) cost and postretirement benefit credit, the actual return on plan assets and the weighted-average assumptions used were as follows:

(dollar amounts in millions)	Defined Benefit Pension Plans						Defined Benefit Pension Plans					
	(dollar amounts in millions)			(dollar amounts in millions)			(dollar amounts in millions)			(dollar amounts in millions)		
	Years Ended December 31		2023	2022	2021	2023	2022	2021	Years Ended December 31	2024	2023	2023
Service cost (a)												
Other components of net benefit (credit) cost:												
Interest cost												
Interest cost												
Interest cost												
Expected return on plan assets												
Amortization of prior service credit												
Amortization of actuarial net loss												
Total other components of net benefit (credit) cost (b)												

Net periodic defined benefit (credit) cost														
Actual return on plan assets	Actual return on plan assets	\$ 338	\$ (777)	\$ 291	n/a	n/a	n/a	Actual return on plan assets	\$ 164	\$ 338	\$	\$	\$	\$
Actual rate of return on plan assets	Actual rate of return on plan assets	13.91 %	(23.02) %	8.92 %	n/a	n/a	n/a	Actual rate of return on plan assets	6.26 %	13.91 %	(23.02) %			
Weighted-average assumptions used:														
Discount rate	Discount rate	5.60 %	2.96 %	2.71 %	5.60 %	2.96 %	2.71 %	Discount rate	5.33 %	5.60 %				
Expected long-term return on plan assets	Expected long-term return on plan assets	6.50	6.50	6.50	6.50	n/a	n/a	n/a	Expected long-term return on plan assets	6.75	6.50	6.50	6.50	6.50
Rate of compensation increase														

(a) Included in salaries and benefits expense on the Consolidated Statements of Income.

(b) Included in other noninterest expenses on the Consolidated Statements of Income.

n/a - not applicable

(dollar amounts in millions)	Postretirement Benefit Plan		
Years Ended December 31	2023	2022	2021
Other components of net benefit credit:			
Interest cost	\$ 1	\$ 1	\$ 1
Expected return on plan assets	(2)	(3)	(3)
Net periodic postretirement benefit credit	\$ (1)	\$ (2)	\$ (2)
Actual return on plan assets	\$ 1	\$ (4)	\$ (1)
Actual rate of return on plan assets	2.61 %	(8.24) %	(2.25) %
Weighted-average assumptions used:			
Discount rate	5.71 %	2.79 %	2.43 %
Expected long-term return on plan assets	5.00	5.00	5.00
Healthcare cost trend rate (a):			
Cost trend rate assumed	n/a	n/a	6.00
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	n/a	n/a	4.50
Year that the rate reaches the ultimate trend rate	n/a	n/a	2027

(a) Beginning January 1, 2022, the healthcare cost trend assumption is no longer a relevant assumption due to the change from a self-insured plan to the Medicare and pre-65 individual marketplace with a funded Health Reimbursement Arrangement account.

n/a - not applicable

(dollar amounts in millions)	Postretirement Benefit Plan		
Years Ended December 31	2024	2023	2022
Other components of net benefit credit:			
Interest cost	\$ 1	\$ 1	\$ 1

<i>Expected return on plan assets</i>		(2)		(2)		(3)
<i>Net periodic postretirement benefit credit</i>	\$ (1)	\$ (1)	\$ (1)	\$ (1)	\$ (2)	
<i>Actual return on plan assets</i>	\$ —	\$ —	1	\$ —	\$ (4)	
<i>Actual rate of return on plan assets</i>	0.28 %		2.61 %		(8.24)%	
<i>Weighted-average assumptions used:</i>						
<i>Discount rate</i>		5.43 %		5.71 %		2.79 %
<i>Expected long-term return on plan assets</i>		5.00		5.00		5.00

The expected long-term rate of return of plan assets is the average rate of return expected to be realized on funds invested or expected to be invested over the life of the plan, which has an estimated duration of approximately 9 years as of **December 31, 2023** December 31, 2024. The expected long-term rate of return on plan assets is set after considering both long-term returns in the general market and long-term returns experienced by the assets in the plan. The returns on the various asset categories are blended to derive an equity and a fixed income long-term rate of return. The Corporation reviews its pension plan assumptions on an annual basis with its actuarial consultants to determine if assumptions are reasonable and adjusts the assumptions to reflect changes in future expectations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

Plan Assets

The Corporation's overall investment goals for the qualified defined benefit pension plan are to maintain a portfolio of assets of appropriate liquidity and diversification; to generate investment returns (net of all operating costs) that are reasonably anticipated to maintain the plan's fully funded status or to reduce a funding deficit, after taking into account various factors, including reasonably anticipated future contributions, expense and the interest rate sensitivity of the plan's assets relative to that of the plan's liabilities; and to generate investment returns (net of all operating costs) that meet or exceed a customized benchmark as defined in the plan's investment policy. Derivative instruments are permissible for hedging and transactional efficiency, but only to the extent that the derivative use enhances the efficient execution of the plan's investment policy. The plan does not directly invest in securities issued by the Corporation and its subsidiaries. The Corporation's target allocations for plan investments are 35 percent to 45 percent for equity securities and 55 percent to 65 percent for fixed income, including cash. Equity securities include collective investment and mutual funds and common stock funds. Fixed income securities include U.S. Treasury and other U.S. government agency securities, mortgage-backed securities, corporate bonds and notes, municipal bonds, collateralized mortgage obligations and money market funds.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS **Comerica Incorporated and Subsidiaries**

Fair Value Measurements

The Corporation's qualified defined benefit pension plan utilizes fair value measurements to record fair value adjustments and to determine fair value disclosures. The Corporation's qualified benefit pension plan categorizes investments recorded at fair value into a three-level hierarchy, based on the markets in which the investment are traded and the reliability of the assumptions used to determine fair value. Refer to Note 1 for a description of the three-level hierarchy.

Following is a description of the valuation methodologies and key inputs used to measure the fair value of the Corporation's qualified defined benefit pension plan investments, including an indication of the level of the fair value hierarchy in which the investments are classified.

Mutual funds

Fair value measurement is based upon the net asset value (NAV) provided by the administrator of the fund. Mutual fund NAVs are quoted in an active market exchange, such as the New York Stock Exchange, and are included in Level 1 of the fair value hierarchy.

Common stock

Fair value measurement is based upon the closing price quoted in an active market exchange, such as the New York Stock Exchange. Level 1 common stock includes domestic and foreign stock and real estate investment trusts.

U.S. Treasury and other U.S. government agency securities

Level 1 securities include U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets. Fair value measurement is based upon quoted prices in an active market exchange, such as the New York Stock Exchange. Level 2 securities include debt securities issued by U.S. government agencies and U.S. government-sponsored entities. The fair value of Level 2 securities is determined using quoted prices of securities with similar characteristics, or pricing models based on observable market data inputs, primarily interest rates and spreads.

Corporate and municipal bonds and notes

Fair value measurement is based upon quoted prices of securities with similar characteristics or pricing models based on observable market data inputs, primarily interest rates, spreads and prepayment information. Level 2 securities include corporate bonds, municipal bonds, foreign bonds and foreign notes.

Mortgage-backed securities

Fair value measurement is based upon independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors, such as credit loss and liquidity assumptions, and are included in Level 2 of the fair value hierarchy.

Private placements

Fair value is measured using the NAV net asset value (NAV) provided by fund management, as quoted prices in active markets are not available. Management considers additional discounts to the provided NAV for market and credit risk. Private placements are included in Level 3 of the fair value hierarchy.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

Collective investment funds

Fair value measurement is based upon the NAV provided by the administrator of the fund as a practical expedient to estimate fair value. There are no unfunded commitments or redemption restrictions on the collective investment funds. The investments are redeemable daily.

Fair Values

The fair values of the Corporation's qualified defined benefit pension plan investments measured at fair value on a recurring basis at December 31, 2023 December 31, 2024 and 2022, by asset category and level within the fair value hierarchy, are detailed in the table below.

(in millions)	(in millions)	Total	Level 1	Level 2	Level 3	(in millions)	Total	Level 1	Level 2	Level 3
December 31, 2023										
December 31, 2024										
Fixed income securities:										
U.S. Treasury and other U.S. government agency securities										
U.S. Treasury and other U.S. government agency securities										
U.S. Treasury and other U.S. government agency securities										
Corporate and municipal bonds and notes										
Private placements										
Private placements										
Private placements										
Total investments in the fair value hierarchy										
Investments measured at net asset value:										
Collective investment funds										
Collective investment funds										
Collective investment funds										
Total investments at fair value										
Total investments at fair value										
Total investments at fair value										
December 31, 2022										
December 31, 2022										
December 31, 2022										
December 31, 2023										
December 31, 2023										
December 31, 2023										
Fixed income securities:										
U.S. Treasury and other U.S. government agency securities										
U.S. Treasury and other U.S. government agency securities										
U.S. Treasury and other U.S. government agency securities										
Corporate and municipal bonds and notes										
Mortgage-backed securities										
Private placements										
Private placements										

Private placements
Total investments in the fair value hierarchy
Total investments in the fair value hierarchy
Total investments in the fair value hierarchy
Investments measured at net asset value:
Collective investment funds
Collective investment funds
Collective investment funds
Total investments at fair value
Total investments at fair value
Total investments at fair value

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

The table below provides a summary of changes in the Corporation's qualified defined benefit pension plan's Level 3 investments measured at fair value on a recurring basis for the years ended December 31, 2023 December 31, 2024 and 2022, 2023.

(in millions)	Balance at Beginning of Period	Balance at Net Gains (Lösses) Beginning of Period	Balance at End of Period	Balance at Beginning of Period	Balance at End of Period
Year Ended December 31, 2023					
Private placements					
Private placements					
Private placements					
Year Ended December 31, 2024					
Private placements					
Private placements					
Private placements					
Year Ended December 31, 2022					
Private placements					
Private placements					
Private placements					

There were no assets in the non-qualified defined benefit pension plan at December 31, 2023 December 31, 2024 and 2022, 2023. The postretirement benefit plan is fully invested in bank-owned life insurance policies. The fair value of bank-owned life insurance policies is based on the cash surrender values of the policies as reported by the insurance companies and is classified in Level 2 of the fair value hierarchy.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Cash Flows

The Corporation currently expects to make no employer contributions to the qualified and non-qualified defined benefit pension plans and postretirement benefit plan for the year ended December 31, 2024 December 31, 2025.

Estimated Future Benefit Payments

(in millions)	(in millions)	Qualified Defined Benefit	Non-Qualified Defined Benefit	Postretirement Pension Plan (a)	(in millions)	Qualified Defined Benefit	Non-Qualified Defined Benefit	Postretirement Pension Plan (a)
Years Ended December 31	Years Ended December 31	Pension Plan	Pension Plan	Benefit Plan (a)	Years Ended December 31	Pension Plan	Pension Plan	Benefit Plan (a)
2024								
2025								
2026								
2027								
2028								
2029 - 2033								
2029								
2030 - 2034								

(a) Estimated benefit payments in the postretirement benefit plan are net of estimated Medicare subsidies.

Defined Contribution Plans

Substantially all of the Corporation's employees are eligible to participate in the Corporation's principal defined contribution plan (a 401(k) plan). Under this plan, the Corporation makes core matching cash contributions of 100 percent of the first 4 percent of qualified earnings contributed by employees (up to the current IRS compensation limit), invested based on employee investment elections. Employee benefits expense included expense for the plan of \$29 million for the year ended December 31, 2024, \$27 million for the year ended December 31, 2023 and \$24 million for both years the year ended December 31, 2022 and 2021.

Deferred Compensation Plans

The Corporation offers optional deferred compensation plans under which certain employees and non-employee directors (participants) may make an irrevocable election to defer incentive compensation and/or a portion of base salary until retirement or separation from the Corporation. The participant may direct deferred compensation into one or more deemed investment options. Although not required to do so, the Corporation invests actual funds into the deemed investments as directed by participants, resulting in a deferred compensation asset, recorded in other short-term investments on the Consolidated Balance Sheets that offsets the liability to participants under the plan, recorded in accrued expenses and other liabilities. The earnings from the deferred compensation asset are recorded in interest on short-term investments and other noninterest income and the related change in the liability to participants under the plan is recorded in salaries and benefits expense on the Consolidated Statements of Income.

NOTE 18 - INCOME TAXES AND TAX-RELATED ITEMS

The provision for income taxes is calculated as the sum of income taxes due for the current year and deferred taxes. Income taxes due for the current year are computed by applying federal and state tax statutes to current year taxable income. Deferred taxes arise from temporary differences between the income tax basis and financial accounting basis of assets and liabilities. Tax-related interest and penalties and foreign taxes are then added to the tax provision.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

The current and deferred components of the provision for income taxes were as follows:

(in millions)	December 31	2023	2022	2021
Current:				
Federal		\$ 297	\$ 296	\$ 212
Foreign		9	6	5
State and local		49	50	26
Total current		355	352	243
Deferred:				
Federal		(83)	(24)	62
State and local		(9)	(3)	17
Total deferred		(92)	(27)	79
Total		\$ 263	\$ 325	\$ 322

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

(in millions)	December 31	2024	2023	2022

Current:								
Federal			\$	143	\$	297	\$	296
Foreign				11		9		6
State and local				37		49		50
Total current				191		355		352
Deferred:								
Federal				23		(83)		(24)
State and local				(24)		(9)		(3)
Total deferred				(1)		(92)		(27)
Total			\$	190	\$	263	\$	325

Income before income taxes of **\$1.1 billion** for the year ended December 31, 2023 included **\$87 million** of foreign taxable income.

The provision for income taxes does not reflect the tax effects of unrealized gains and losses on investment securities available-for-sale, hedging transactions or the change in defined benefit pension and other postretirement plans adjustment included in accumulated other comprehensive income (loss) income. Refer to Note 14 for additional information on accumulated other comprehensive income (loss) income.

A reconciliation of expected income tax expense at the federal statutory rate to the Corporation's provision for income taxes and effective tax rate follows:

(dollar amounts in millions)	2023			2022			2021			(dollar amounts in millions)			2024			2023			2022		
	Years Ended December 31	Amount	Rate	Years Ended December 31	Amount	Rate	Years Ended December 31	Amount	Rate	Years Ended December 31	Amount	Rate	Years Ended December 31	Amount	Rate	Years Ended December 31	Amount	Rate	Years Ended December 31	Amount	Rate
Tax based on federal statutory rate	Tax based on federal statutory rate	\$ 240	21.0 %	\$ 310	21.0 %	\$ 313	21.0 %	\$ 186	21.0 %	\$ 240	21.0 %	\$ 186	21.0 %	\$ 240	21.0 %	\$ 240	21.0 %	\$ 240	21.0 %	\$ 240	21.0 %
State income taxes																					
Affordable housing and historic credits																					
Bank-owned life insurance																					
FDIC insurance expense																					
FDIC insurance expense																					
FDIC insurance expense																					
Employee stock transactions																					
Employee stock transactions																					
Employee stock transactions																					
Tax-related interest and penalties																					
Tax-related interest and penalties																					

Tax-related interest and penalties																			
Other																			
Other																			
Other																			

The liability for tax-related interest and penalties, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, was \$1 million and less than \$1 million at December 31, 2024 and \$5 million at December 31, 2023 and 2022, respectively. The decrease in tax-related interest and penalties was primarily due to a state settlement received in 2023.

In the ordinary course of business, the Corporation enters into certain transactions that have tax consequences. From time to time, the Internal Revenue Service (IRS) may review and/or challenge specific interpretive tax positions taken by the Corporation with respect to those transactions. The Corporation believes that its tax returns were filed based upon applicable statutes, regulations and case law in effect at the time of the transactions. The IRS or other tax jurisdictions, an administrative authority or a court, if presented with the transactions, could disagree with the Corporation's interpretation of the tax law.

A reconciliation of the beginning and ending amount of net unrecognized tax benefits follows:

(in millions)	(in millions)	2023	2022	2021	(in millions)	2024	2023	2022
Balance at January 1								
(Decrease) increase as a result of tax positions taken during a prior period								
Increase as a result of tax positions taken during a prior period								
Increase as a result of tax positions taken during the current period								
Decreases related to settlements with tax authorities								
Decreases related to settlements with tax authorities								
Decreases related to settlements with tax authorities								
Reduction as a result of expiration of statute of limitations								
Balance at December 31								

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

After consideration of the effect of the federal tax benefit available on unrecognized state tax benefits, the total amount of unrecognized tax benefits which, if recognized, would affect the Corporation's effective tax rate was approximately \$6 million and \$5 million at December 31, 2024 and \$13 million at December 31, 2023 and 2022, respectively.

The following tax years for significant jurisdictions remain subject to examination as of December 31, 2023 December 31, 2024:

Jurisdiction	Tax Years
Federal	2020-2022 2021-2023
New York	2018-2022 2018-2023
California	2020-2022 2020-2023

Based on current knowledge and probability assessment of various potential outcomes, the Corporation believes current tax reserves are adequate, and the amount of any potential incremental liability arising is not expected to have a material adverse effect on the Corporation's consolidated financial condition or results of operations. Probabilities and outcomes are reviewed as events unfold, and adjustments to the reserves are made when necessary.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

The principal components of deferred tax assets and liabilities were as follows:

(in millions)	(in millions)	2023	(in millions)	2024	2023
December 31	December 31	2022	December 31	2024	2023

Deferred tax assets:
Allowance for loan losses
Allowance for loan losses
Allowance for loan losses
Deferred compensation
Deferred loan origination fees and costs
Deferred loan origination fees and costs
Deferred loan origination fees and costs
Net hedging losses
Net unrealized losses on investment securities available-for-sale
Operating lease liabilities
Operating lease liabilities
Operating lease liabilities
Other temporary differences, net
Total deferred tax assets before valuation allowance
Valuation allowance
Total deferred tax assets
Deferred tax liabilities:
Lease financing transactions
Lease financing transactions
Lease financing transactions
Defined benefit plans
Allowance for depreciation
Leasing right of use assets
Total deferred tax liabilities
Total deferred tax liabilities
Total deferred tax liabilities
Net deferred tax assets

Deferred tax assets included \$5 million and \$4 million at December 31, 2024 was approximately \$9 million of federal foreign tax credit carryforwards at December 31, 2023 and 2022, respectively, expiring between 2028 and 2032, compared to \$5 million at December 31, 2023. In addition, there were \$2 million of state net operating loss (NOL) carryforwards at both December 31, 2023 December 31, 2024 and 2022, expiring 2023, the majority of which expires between 2024 and 2042. The Corporation believes it is more likely than not that the benefit from federal foreign tax credits and certain state NOL carryforwards will not be realized and, accordingly, maintains a federal valuation allowance of \$5 million \$9 million and a state valuation allowance of \$1 \$2 million at December 31, 2023 December 31, 2024, compared to a federal valuation of \$4 million \$5 million and a state valuation allowance of \$1 million in the comparable period in 2022, 2023. The determination regarding valuation allowances was based on available evidence of NOL carryback capacity, projected future reversals of existing taxable temporary differences, foreign tax rates, taxable income limitations per Internal Revenue Code Section 904, and assumptions made regarding future events. For further information on the Corporation's valuation policy for deferred tax assets, refer to Note 1.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

NOTE 19 - TRANSACTIONS WITH RELATED PARTIES

The Corporation's banking subsidiaries had, and expect to have in the future, transactions with the Corporation's directors and executive officers, companies with which these individuals are associated and certain related individuals. Such transactions were made in the ordinary course of business and included extensions of credit, leases and professional services. With respect to extensions of credit, all were made on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with other customers and did not, in management's opinion, involve more than normal risk of collectibility or present other unfavorable features. The aggregate amount of loans attributable to persons who were related parties at December 31, 2023 December 31, 2024 totaled \$57 million \$81 million at the beginning of 2023 2024 and \$81 million \$66 million at the end of 2023, 2024. During 2023, 2024, new loans to related parties aggregated \$277 million \$612 million and repayments totaled \$253 million \$627 million.

NOTE 20 - REGULATORY CAPITAL

Banking regulations limit the transfer of assets in the form of dividends, loans or advances from the bank subsidiaries to the parent company. Under the most restrictive of these regulations, the aggregate amount of dividends which can be paid to the parent company, without prior approval from bank regulatory agencies, approximated \$400 million \$782 million at January 1, 2024 January 1, 2025, plus 2024 2025 net profits. Substantially all the assets of the Corporation's banking subsidiaries are restricted from transfer to the parent company of the Corporation in the form of loans or advances.

The Corporation's subsidiary banks declared dividends of \$200 million, \$675 million, \$1.0 billion and \$852 million \$1.0 billion in 2024, 2023 2022 and 2021, 2022, respectively.

The Corporation and its U.S. banking subsidiaries are subject to various regulatory capital requirements administered by federal and state banking agencies under the Basel III regulatory framework (Basel III). This regulatory framework establishes comprehensive methodologies for calculating regulatory capital and risk-weighted assets (RWA). Basel III also set minimum capital ratios as well as overall capital adequacy standards.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Under Basel III, regulatory capital comprises Common Equity Tier 1 (CET1) capital, additional Tier 1 capital and Tier 2 capital. CET1 capital predominantly includes common shareholders' equity, less certain deductions for goodwill, intangible assets and deferred tax assets that arise from net operating losses and tax credit carry-forwards. Additionally, the Corporation has elected to permanently exclude capital in accumulated other comprehensive income (AOCI) related to debt securities classified as available-for-sale as well as for cash flow hedges and defined benefit postretirement plans from CET1, an option available to standardized approach entities under Basel III. Tier 1 capital incrementally includes noncumulative perpetual preferred stock. Tier 2 capital includes Tier 1 capital as well as subordinated debt qualifying as Tier 2 and qualifying allowance for credit losses. In addition to the minimum risk-based capital requirements, the Corporation and its Bank subsidiaries are required to maintain a minimum capital conservation buffer, in the form of common equity, of 2.5 percent in order to avoid restrictions on capital distributions and discretionary bonuses.

The Corporation computes RWA using the standardized approach. Under the standardized approach, RWA is generally based on supervisory risk-weightings which vary by counterparty type and asset class. Under the Basel III standardized approach, capital is required for credit risk RWA, to cover the risk of unexpected losses due to failure of a customer or counterparty to meet its financial obligations in accordance with contractual terms; and if trading assets and liabilities exceed certain thresholds, capital is also required for market risk RWA, to cover the risk of losses due to adverse market movements or from position-specific factors.

Quantitative measures established by regulation to ensure capital adequacy require the maintenance of minimum amounts and ratios of CET1, Tier 1 and total capital (as defined in the regulations) to average and/or risk-weighted assets. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Corporation's financial statements. At December 31, 2023 December 31, 2024 and 2022, 2023, the Corporation and its U.S. banking subsidiaries exceeded the ratios required for an institution to be considered "well capitalized." For U.S. banking subsidiaries, those requirements were total risk-based capital, Tier 1 risk-based capital, CET1 risk-based capital and leverage ratios greater than 10 percent, 8 percent, 6.5 percent and 5 percent, respectively, at December 31, 2023 December 31, 2024 and 2022, 2023. For the Corporation, requirements to be considered "well capitalized" were total risk-based capital and Tier 1 risk-based capital ratios greater than 10 percent and 6 percent, respectively, at December 31, 2023 December 31, 2024 and 2022, 2023. There have been no conditions or events since December 31, 2023 December 31, 2024 that management believes have changed the capital adequacy classification of the Corporation or its U.S. banking subsidiaries.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

The following is a summary of the capital position of the Corporation and Comerica Bank, its principal banking subsidiary.

(dollar amounts in millions)	(dollar amounts in millions)	Comerica Incorporated (Consolidated)	Comerica Bank	(dollar amounts in millions)	Comerica Incorporated (Consolidated)	Comerica Bank
December 31, 2024						
CET1 capital (minimum \$3.3 billion (Consolidated))						
CET1 capital (minimum \$3.3 billion (Consolidated))		\$ 8,667	\$ 8,547			
CET1 capital (minimum \$3.3 billion (Consolidated))		9,061	8,547			
Tier 1 capital (minimum \$4.4 billion (Consolidated))		10,363	9,799			
Total capital (minimum \$5.8 billion (Consolidated))		72,903	72,833			
Risk-weighted assets		81,797	81,643			
Average assets (fourth quarter)		11.89	% 11.74	%		
CET1 capital to risk-weighted assets (minimum-4.5%)		12.43	11.74			
Tier 1 capital to risk-weighted assets (minimum-6.0%)		14.21	13.45			
Total capital to risk-weighted assets (minimum-8.0%)		11.08	10.47			
Tier 1 capital to average assets (minimum-4.0%)		6.21	5.45			
Capital conservation buffer (minimum-2.5%)						
December 31, 2023						

CET1 capital (minimum \$3.4 billion (Consolidated))							
CET1 capital (minimum \$3.4 billion (Consolidated))							
CET1 capital (minimum \$3.4 billion (Consolidated))							
Tier 1 capital (minimum \$4.6 billion (Consolidated))							
Total capital (minimum \$6.1 billion (Consolidated))							
Risk-weighted assets							
Average assets (fourth quarter)							
CET1 capital to risk-weighted assets (minimum-4.5%)	CET1 capital to risk-weighted assets (minimum-4.5%)	11.09	% 10.57	%	CET1 capital to risk-weighted assets (minimum-4.5%)	11.09	% 10.57
Tier 1 capital to risk-weighted assets (minimum-6.0%)							
Total capital to risk-weighted assets (minimum-8.0%)							
Tier 1 capital to average assets (minimum-4.0%)							
Capital conservation buffer (minimum-2.5%)							
December 31, 2022							
CET1 capital (minimum \$3.5 billion (Consolidated))							
CET1 capital (minimum \$3.5 billion (Consolidated))							
CET1 capital (minimum \$3.5 billion (Consolidated))							
Tier 1 capital (minimum \$4.7 billion (Consolidated))							
Total capital (minimum \$6.3 billion (Consolidated))							
Risk-weighted assets							
Average assets (fourth quarter)							
CET1 capital to risk-weighted assets (minimum-4.5%)		10.00	% 9.90	%			
Tier 1 capital to risk-weighted assets (minimum-6.0%)							
Total capital to risk-weighted assets (minimum-8.0%)							
Tier 1 capital to average assets (minimum-4.0%)							
Capital conservation buffer (minimum-2.5%)							

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

NOTE 21 - CONTINGENT LIABILITIES

Legal Proceedings and Regulatory Matters

The Corporation and certain of its subsidiaries are subject to various other pending or threatened legal proceedings arising out of the normal course of business or operations. Use of the term "Corporation" in this note should not be read to infer that Comerica Incorporated or any of its subsidiaries that is not named in any legal or regulatory proceeding undertakes any responsibility or liability for any other affiliate that is actually named in any legal or regulatory proceeding. The Corporation believes it has substantial meritorious defenses to the claims asserted against it in its other currently outstanding legal proceedings and, with respect to such legal proceedings, intends to continue to defend itself vigorously, litigating or settling cases according to management's judgment as to what is in the best interests of the Corporation and its shareholders. Settlement may result from the Corporation's determination that it may be more prudent financially to settle, rather than litigate, and should not be regarded as an admission of liability.

Further, from time to time, the Corporation is also subject to examinations, inquiries and investigations by regulatory authorities in areas including, but not limited to, compliance, risk management and consumer protection, which could lead to administrative or legal proceedings or settlements. For example, the Consumer Financial Protection Bureau (CFPB) is investigating certain of the Corporation's practices, and the Corporation has responded and continues to respond to the CFPB. We are unable to predict the outcome of these discussions at this time. Remedies in these resulting proceedings or settlements may include fines, penalties, restitution or alterations in the Corporation's business practices and may result in increased operating expenses or decreased revenues. For example, the Consumer Financial Protection Bureau (CFPB) launched an investigation into Comerica Bank as Financial Agent under the Bureau of Fiscal Service's Direct Express® program. In response to the CFPB's interpretation of certain statutes in

connection with its investigation, Comerica Bank filed litigation against the CFPB in November 2024. The CFPB filed a separate suit against Comerica Bank in December 2024 premised upon its interpretation of certain statutes in connection with its investigation. The Corporation is unable to predict the outcome of this litigation at this time.

On at least a quarterly basis, the Corporation assesses its potential liabilities and contingencies in connection with outstanding legal proceedings and regulatory matters utilizing the latest information available. On a case-by-case basis, accruals are established for those legal claims and regulatory matters for which it is probable that a loss will be incurred and the amount of such loss can be reasonably estimated. The actual costs of resolving these claims and regulatory matters may be substantially higher or lower than the amounts accrued. Based on current knowledge, and after consultation with legal counsel, the Corporation's management believes current accruals are adequate, and the amount of any incremental liability arising from these matters is not expected to have a material adverse effect on the Corporation's consolidated financial condition, results of

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

operations or cash flows. Legal fees of \$26 million \$21 million, \$17 million \$26 million and \$14 million \$17 million for the years ended December 31, 2023 December 31, 2024, 2022 and 2021, respectively, were included in other noninterest expenses on the Consolidated Statements of Income.

For matters where a loss is not probable, the Corporation has not established an accrual. The Corporation believes the estimate of the aggregate range of reasonably possible losses, in excess of established accruals, for all legal proceedings and regulatory matters in which it is involved is from zero to approximately \$202 million \$161 million at December 31, 2023 December 31, 2024. This estimated aggregate range of reasonably possible losses is based upon currently available information for those legal proceedings and regulatory matters in which the Corporation is involved, taking into account the Corporation's best estimate of such losses for those legal cases proceedings and regulatory matters for which such estimate can be made. For certain legal cases proceedings and regulatory matters, the Corporation does not believe that an estimate can currently be made. The Corporation's estimate involves significant judgment, given the varying stages of the legal proceedings and regulatory matters (including the fact that many are currently in preliminary stages), the existence in certain legal proceedings of multiple defendants (including the Corporation) whose share of liability has yet to be determined, the numerous yet unresolved issues in many of the legal proceedings and regulatory matters (including issues regarding class certification and the scope of many of the claims) and the attendant uncertainty of the various potential outcomes of such legal proceedings and regulatory matters. Accordingly, the Corporation's estimate will change from time to time, and actual losses may be more or less than the current estimate.

In the event of unexpected future developments, it is possible that the ultimate resolution of these matters, if unfavorable, may be could have a material to adverse effect on the Corporation's consolidated financial condition, results of operations or cash flows.

For information regarding income tax contingencies, refer to Note 18.

NOTE 22 - STRATEGIC LINES OF BUSINESS

The Corporation has strategically aligned its operations into three major business segments: the Commercial Bank, the Retail Bank and Wealth Management. These business segments are differentiated based on the type of customer and the related products and services provided. In addition to the three major business segments, the Finance Division is also reported as a segment and Other categories include items not directly associated with the business segments. Business segment results are produced by the Corporation's internal management accounting system. This system measures financial results based on the internal business unit structure of the Corporation. The performance of the business segments is not comparable with the Corporation's consolidated results and is not necessarily comparable with similar information for any other financial institution. Additionally, because of the interrelationships of the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities. The management accounting system assigns balance sheet and income statement items to each business segment using certain methodologies, which are regularly reviewed and refined. From time to time, the Corporation may make reclassifications among the segments to more appropriately reflect management's current view of the segments, and methodologies may be

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

modified as the management accounting system is enhanced and changes occur in the organizational structure and/or product lines. For comparability purposes, amounts in all periods are based on business unit structure and methodologies in effect at December 31, 2023 December 31, 2024.

For the Commercial Bank, Retail Bank and Wealth Management segments, the Corporation's chief operating decision maker, the Chief Executive Officer, uses both segment net interest income and segment net income (loss) to allocate resources predominantly in the annual budget and forecasting process, which includes allocations of employees, property, financial and/or capital resources. The chief operating decision maker considers budget-to-actual variances on a monthly basis for both profit measures when making decisions about allocating capital and personnel to each segment. Additionally, segment net interest income is used to evaluate product pricing and lending terms for customer loans, while segment net income (loss) helps evaluate the performance for each segment and compensation of certain employees.

Net interest income for each segment reflects the interest income generated by earning assets less interest expense on interest-bearing liabilities plus the net impact from associated internal funds transfer pricing (FTP) funding credits and charges. The FTP methodology allocates credits to each business segment for deposits and other funds provided as well as charges for loans and other assets being funded. This credit or charge is based on matching stated or implied maturities for these assets and liabilities. The FTP crediting rates on deposits and other funds provided reflect the long-term value of deposits and other funding sources based on their implied maturity. Due to the longer-term nature of implied maturities, FTP crediting rates are generally less volatile than changes in interest rates observed in the market. FTP charge rates for funding loans and other assets reflect a matched cost of funds based on the pricing and duration characteristics of the assets. As a result of applying matched funding, interest revenue for each segment resulting from loans and other assets is generally not impacted by changes in interest rates. Therefore, net interest income for each segment primarily reflects the volume of loans and other earning assets at the spread over the matched cost of funds, as well as the volume of deposits at the associated FTP crediting rates. Generally,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

in periods of rising interest rates, FTP charge rates for funding loans and FTP crediting rates on deposits will increase, with FTP crediting rates for deposits typically repricing at a slower pace than FTP charge rates for funding loans. Conversely, in periods of declining interest rates, FTP charge rates for funding loans and FTP crediting rates on deposits will decrease, with FTP crediting rates for deposits typically repricing at a slower pace than FTP charge rates for funding loans.

For acquired loans and deposits, matched maturity funding is determined based on origination date. Accordingly, the FTP process reflects the transfer of interest rate risk exposures to the Corporate Treasury department within the Finance **Segment**, **category**, where such exposures are centrally managed. The allowance for credit losses is allocated to the business segments based on the methodology used to estimate the consolidated allowance for credit losses described in Note 1. The related provision for credit losses is assigned based on the amount necessary to maintain an allowance for credit losses appropriate for each business segment. Noninterest income and expenses directly attributable to a line of business are assigned to that business segment. Direct expenses incurred by areas whose services support the overall Corporation are allocated to the business segments as follows: product processing expenditures are allocated based on standard unit costs applied to actual volume measurements; administrative expenses are allocated based on estimated time expended; and corporate overhead is assigned 50 percent based on the ratio of the business segment's noninterest expenses to total noninterest expenses incurred by all business segments and 50 percent based on the ratio of the business segment's attributed equity to total attributed equity of all business segments. Equity is attributed based on credit, operational and interest rate risks. Most of the equity attributed relates to credit risk, which is determined based on the credit score and expected remaining life of each loan, letter of credit and unused commitment recorded in the business segments. Operational risk is allocated based on loans and letters of credit, deposit balances, non-earning assets, trust assets under management, certain noninterest income items, and the nature and extent of expenses incurred by business units. Virtually all interest rate risk is assigned to Finance, as are the Corporation's hedging activities.

The following discussion provides information about the activities of each business segment. A discussion of the financial results and the factors impacting 2023 2024 performance can be found in "Strategic Lines of Business" section of the financial review.

The Commercial Bank meets the needs of small and middle market businesses, multinational corporations and governmental entities by offering various products and services including commercial loans and lines of credit, deposits, cash management, payment solutions, card services, capital market products, international trade finance and letters of credit.

The Retail Bank includes a full range of personal financial services, consisting of consumer lending, consumer deposit gathering and mortgage loan origination. This business segment offers a variety of consumer products, including deposit accounts, installment loans, credit cards, home equity lines of credit and residential mortgage loans. In addition, this business segment offers products and services to small businesses who are serviced through a team of dedicated small business bankers and our branch network.

Wealth Management provides products and services to affluent, high-net worth and ultra-high-net-worth individuals and families, business owners and executives, and institutional clients, including comprehensive financial planning, trust and fiduciary services, investment management and advisory, brokerage, private banking, and business transition planning services.

The Finance segment includes the Corporation's securities portfolio and asset and liability management activities. This segment is responsible for managing the Corporation's funding, liquidity and capital needs, performing interest sensitivity analysis and executing various strategies to manage the Corporation's exposure to liquidity, interest rate risk and foreign exchange risk.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

The Other category includes tax benefits not assigned to specific business segments, charges of an unusual or infrequent nature that are not reflective of the normal operations of the business segments and miscellaneous other expenses of a corporate nature.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

Business segment financial results are as follows:

Noninterest expenses	
Salaries and benefits expense	
Outside processing fee expense	
Occupancy expense	
Allocated corporate expense	
All other noninterest expenses (a)	
Total noninterest expenses	
Provision (benefit) for income taxes	
Net income (loss)	
Net charge-offs	
Selected average balances:	
Assets	
Assets	
Assets	
Loans	
Deposits	
Statistical data:	
Return on average assets (a)	
Return on average assets (a)	
Return on average assets (a)	2.26 %
Efficiency ratio (b)	0.71 %
1.61 %	
n/m	
1.01 %	
Year Ended December 31, 2022	
Year Ended December 31, 2023	
Year Ended December 31, 2023	
Year Ended December 31, 2023	
Earnings summary:	
Earnings summary:	
Earnings summary:	
Net interest income	
Net interest income	
Net interest income	
Net interest income (expense)	
Net interest income (expense)	
Net interest income (expense)	
Provision for credit losses	
Noninterest income	
Noninterest expenses	
Salaries and benefits expense	
Outside processing fee expense	
Occupancy expense	
Allocated corporate expense	

All other noninterest expenses (a)						
Total noninterest expenses						
Provision (benefit) for income taxes						
Net income (loss)						
Net charge-offs (recoveries)						
Net charge-offs						
Selected average balances:						
Assets						
Assets						
Assets						
Loans						
Deposits						
Statistical data:						
Return on average assets (a)						
Return on average assets (a)						
Return on average assets (a)	2.23 %	0.29 %	1.84 %	n/m	1.32 %	
Efficiency ratio (b)						

Table continues on the following page.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

(dollar amounts in millions)	Commercial Bank	Retail Bank	Wealth Management	Finance	Other	Total	(dollar amounts in millions)	Commercial Bank	Retail Bank	Wealth Management	Finance	Other	Total
Year Ended December 31, 2021													
Year Ended December 31, 2022	Commercial Bank	Retail Bank	Wealth Management	Finance	Other	Total	Commercial Bank	Retail Bank	Wealth Management	Finance	Other	Total	
Earnings summary:													
Net interest income (expense)													
Net interest income (expense)													
Net interest income (expense)													
Provision for credit losses													
Noninterest income													
Noninterest expenses													
Salaries and benefits expense													
Outside processing fee expense													
Occupancy expense													
Allocated corporate expense													
All other noninterest expenses (a)													
Total noninterest expenses													
Provision (benefit) for income taxes													

Net income (loss)						
Net credit-related (recoveries) charge-offs						
Net charge-offs (recoveries)						
Selected average balances:						
Assets						
Assets						
Assets						
Loans						
Deposits						
Statistical data:						
Return on average assets (a)						
Return on average assets (a)						
Return on average assets (a)	2.71	% 0.15 %	2.24	%	n/m	1.30 %
Efficiency ratio (b)						

(a) *Return on average assets is calculated based on the greater of average assets or average liabilities and attributed equity. All other noninterest expenses for each reportable business segment includes:*

(b) i. Noninterest expenses as a percentage of the sum of net interest income Commercial Bank and Retail Bank - Primarily FDIC insurance expense, software expense and other noninterest income excluding net gains (losses) from securities, a derivative contract tied to the conversion rate of Visa Class B shares and changes in the value of shares obtained through monetization of warrants, expenses.

n/m – not meaningful. Wealth Management - Primarily software expense and other noninterest expenses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

NOTE 23 - PARENT COMPANY FINANCIAL STATEMENTS

BALANCE SHEETS - COMERICA INCORPORATED

	(in millions, except share data)	December 31	2023	2022	December 31	2024	2023
Assets							
Cash and due from subsidiary banks							
Cash and due from subsidiary banks							
Cash and due from subsidiary banks							
Investment securities							
Other short-term investments							
Receivable due from subsidiary bank							
Investment in subsidiaries, principally banks							
Accrued income and other assets							
Accrued income and other assets							
Accrued income and other assets							
Total assets							
Liabilities and Shareholders' Equity							
Medium- and long-term debt							
Medium- and long-term debt							
Medium- and long-term debt							
Accrued expenses and other liabilities							
Total liabilities							
Fixed-rate reset non-cumulative perpetual preferred stock, series A, no par value, \$100,000 liquidation preference per share:							

Authorized - 4,000 shares
Authorized - 4,000 shares
Authorized - 4,000 shares
Issued - 4,000 shares
Issued - 4,000 shares
Issued - 4,000 shares
Common stock - \$5 par value:
Authorized - 325,000,000 shares
Authorized - 325,000,000 shares
Authorized - 325,000,000 shares
Issued - 228,164,824 shares
Issued - 228,164,824 shares
Issued - 228,164,824 shares
Capital surplus
Accumulated other comprehensive loss
Retained earnings
Less cost of common stock in treasury - 96,266,568 shares at 12/31/2023 and 97,197,962 shares at 12/31/2022
Less cost of common stock in treasury - 96,755,368 shares at 12/31/2024 and 96,266,568 shares at 12/31/2023
Total shareholders' equity
Total liabilities and shareholders' equity

STATEMENTS OF INCOME - COMERICA INCORPORATED

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

2023 2022 2021 2024 2023 2022

Income

Income from subsidiaries:

Income from subsidiaries:

Income from subsidiaries:

 Dividends from subsidiaries

 Dividends from subsidiaries

 Dividends from subsidiaries

 Other interest income

Intercompany management fees

Total income

Expenses

Interest on medium- and long-term debt

Interest on medium- and long-term debt

Interest on medium- and long-term debt

Salaries and benefits expense

Other noninterest expenses

Total expenses

Income before benefit for income taxes and equity in undistributed earnings of subsidiaries

Benefit for income taxes

Income before equity in undistributed earnings of subsidiaries

Equity in undistributed earnings of subsidiaries, principally banks

Net income

Less income allocated to participating securities

Preferred stock dividends

Net income attributable to common shares

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

STATEMENTS OF CASH FLOWS - COMERICA INCORPORATED

	(in millions)			(in millions)				
	Years Ended December 31	2023	2022	2021	Years Ended December 31	2024	2023	2022
Operating Activities								
Net income								
Net income								
Net income								
Adjustments to reconcile net income to net cash provided by operating activities:								
Undistributed losses of subsidiaries, principally banks								
Undistributed losses of subsidiaries, principally banks								
Undistributed losses of subsidiaries, principally banks								
Undistributed earnings of subsidiaries, principally banks								
Undistributed earnings of subsidiaries, principally banks								
Undistributed earnings of subsidiaries, principally banks								
Net periodic defined benefit cost								
Net periodic defined benefit cost								
Net periodic defined benefit cost								
Share-based compensation expense								
(Benefit) provision for deferred income taxes								
Benefit for deferred income taxes								
Other, net								
Net cash provided by operating activities								
Investing Activities								
Advance to subsidiary bank								
Advance to subsidiary bank								
Investment securities available-for-sale:								
Investment securities available-for-sale:								
Investment securities available-for-sale:								
Maturities and redemptions								
Maturities and redemptions								
Maturities and redemptions								
Purchases								
Advance to subsidiary bank								
Repayment of subsidiary advance								
Other, net								
Net cash provided by (used in) investing activities								
Net cash (used in) provided by investing activities								
Financing Activities								
Maturities of medium- and long-term debt								
Maturities of medium- and long-term debt								
Maturities of medium- and long-term debt								
Medium- and long-term debt:								
Medium- and long-term debt:								
Medium- and long-term debt:								
Maturities								
Maturities								
Maturities								
Issuances								

Cash dividends paid on preferred stock
Cash dividends paid on preferred stock
Cash dividends paid on preferred stock
Common Stock:
Repurchases
Repurchases
Repurchases
Stock tendered for payment of withholding taxes
Cash dividends paid
Issuances under employee stock plans
Net cash used in financing activities
Net cash provided by (used in) financing activities
Net (decrease) increase in cash and cash equivalents
Cash and cash equivalents at beginning of period
Cash and cash equivalents at end of period
Interest paid

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Comerica Incorporated and Subsidiaries

NOTE 24 - REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from contracts with customers comprises the noninterest income earned by the Corporation in exchange for services provided to customers. The following table presents the composition of revenue from contracts with customers, segregated from other sources of noninterest income, by business segment:

(in millions)	Commercial Bank	Commercial Bank	Retail Bank	Wealth Management	Finance & Other	Total	Commercial Bank	Retail Bank	Wealth Management	Finance & Other	Total
Year Ended December 31, 2024											
Revenue from contracts with customers:											
Revenue from contracts with customers:											
Revenue from contracts with customers:											
Card fees											
Card fees											
Card fees											
Fiduciary income											
Service charges on deposit accounts											
Commercial loan servicing fees (a)											
Capital markets income (b)											
Brokerage fees											
Other noninterest income (b)											
Total revenue from contracts with customers											
Other sources of noninterest income											
Total noninterest income											
Year Ended December 31, 2023											
Revenue from contracts with customers:											
Revenue from contracts with customers:											
Revenue from contracts with customers:											
Card fees											
Card fees											
Card fees											
Fiduciary income											
Service charges on deposit accounts											

Commercial loan servicing fees (a)

Capital markets income (b)

Brokerage fees

Other noninterest income (b)

Total revenue from contracts with customers

Other sources of noninterest income

Total noninterest income

Year Ended December 31, 2022

Revenue from contracts with customers:

Revenue from contracts with customers:

Revenue from contracts with customers:

Card fees

Card fees

Card fees

Fiduciary income

Service charges on deposit accounts

Commercial loan servicing fees (a)

Capital markets income (b)

Brokerage fees

Other noninterest income (b)

Total revenue from contracts with customers

Other sources of noninterest income

Total noninterest income

Year Ended December 31, 2021

Revenue from contracts with customers:

Revenue from contracts with customers:

Revenue from contracts with customers:

Card fees

Card fees

Card fees

Fiduciary income

Service charges on deposit accounts

Commercial loan servicing fees (a)

Capital markets income (b)

Brokerage fees

Other noninterest income (b)

Total revenue from contracts with customers

Other sources of noninterest income

Total noninterest income

(a) Included in commercial lending fees on the Consolidated Statements of Income.

(b) Excludes derivative, warrant and other miscellaneous income.

(c) Effective January 1, 2023, the Corporation reported derivative income, syndication agent fees (previously a component of commercial lending fees) and investment banking fees (previously a component of other noninterest income) as a combined item captioned by capital markets income on the Consolidated Statements of Comprehensive Income. Prior periods have been adjusted to conform to this presentation, and the changes in presentation do not impact total noninterest income.

Revenue from contracts with customers did not generate significant contract assets and liabilities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Comerica Incorporated and Subsidiaries

NOTE 25 - LEASES

As a lessee, the Corporation has entered into operating leases for the majority of its real estate locations, primarily retail and office space. Total lease expense for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021 2022 were as follows:

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

Operating lease expense

Variable lease expense

Less sublease income

Less: sublease income

Total lease expense

2023

2022

2021

2024

2023

2022

Supplemental balance sheet information related to leases is summarized as follows:

(dollar amounts in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

Included in accrued income and other assets

2023

2022

2021

2024

2023

2022

Right-of-use (ROU) assets

Right-of-use (ROU) assets

Right-of-use (ROU) assets

Included in accrued expenses and other liabilities

Operating lease liabilities

Operating lease liabilities

Operating lease liabilities

Weighted average discount rate

Weighted average discount rate

3.72 %

3.53 %

3.33 %

Weighted average discount rate

3.92 %

3.72 %

3.53 %

Weighted average remaining lease term in years

Supplemental cash flow information related to leases is summarized as follows:

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

Cash paid for amounts included in the measurement of lease liabilities

2023

2022

2021

2024

2023

2022

Operating cash flows from operating leases

Operating cash flows from operating leases

Operating cash flows from operating leases

ROU assets obtained in exchange for new liabilities

As of December 31, 2023 December 31, 2024, the contractual maturities of operating lease liabilities were as follows:

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

2024

2024

2024

2025

2025

2025

2026

2027

2028
2029
Thereafter
Total contractual maturities
Less imputed interest
Total operating lease liabilities

As a lessor, the Corporation leases certain types of manufacturing and warehouse equipment as well as public and private transportation vehicles to its customers. The Corporation recognized lease-related revenue, primarily interest income from sales-type and direct financing leases of \$40 million \$47 million, \$21 million \$40 million and \$12 million \$21 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively. The Corporation's net investment in sales-type and direct financing leases was \$675 million and \$761 million at December 31, 2024 and \$659 million at December 31, 2023 and 2022, 2023, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Comerica Incorporated and Subsidiaries

As of December 31, 2023 December 31, 2024, the contractual maturities of sales-type and direct financing lease receivables were as follows:

(in millions)

Years Ended December 31

Years Ended December 31

Years Ended December 31

2024
2024
2024
2025
2025
2025
2026
2027
2028
2029
Thereafter
Total lease payments receivable
Unguaranteed residual values
Less deferred interest income
Total lease receivables (a)

(a) Excludes net investment in leveraged leases of \$46 million \$47 million.

REPORT OF MANAGEMENT

The management of Comerica Incorporated (the Corporation) is responsible for the accompanying consolidated financial statements and all other financial information in this Annual Report. The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles and include amounts which of necessity are based on management's best estimates and judgments and give due consideration to materiality. The other financial information herein is consistent with that in the consolidated financial statements.

In meeting its responsibility for the reliability of the consolidated financial statements, management develops and maintains effective internal controls, including those over financial reporting, as defined in the Securities and Exchange Act of 1934, as amended. The Corporation's internal control over financial reporting includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporation; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles, and that receipts and expenditures of the Corporation are made only in accordance with authorizations of management and directors of the Corporation; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Corporation's assets that could have a material effect on the consolidated financial statements.

Management assessed, with participation of the Corporation's Chief Executive Officer and Chief Financial Officer, internal control over financial reporting as it relates to the Corporation's consolidated financial statements presented in conformity with U.S. generally accepted accounting principles as of December 31, 2023 December 31, 2024. The assessment was based on criteria for effective internal control over financial reporting described in Internal Control—Integrated Framework issued by the Committee of Sponsoring

Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Based on this assessment, management determined that internal control over financial reporting is effective as it relates to the Corporation's consolidated financial statements presented in conformity with U.S. generally accepted accounting principles as of **December 31, 2023** **December 31, 2024**.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Corporation's internal control over financial reporting as of **December 31, 2023** **December 31, 2024** has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their accompanying report.

The Corporation's Board of Directors oversees management's internal control over financial reporting and financial reporting responsibilities through its Audit Committee as well as various other committees. The Audit Committee, which consists of directors who are not officers or employees of the Corporation, meets regularly with management, internal audit and the independent public accountants to assure that the Audit Committee, management, internal auditors and the independent public accountants are carrying out their responsibilities, and to review auditing, internal control and financial reporting matters.

Curtis C. Farmer	James J. Herzog	Mauricio A. Ortiz
Chairman, President and	Senior Executive Vice President and	Executive Vice President,
Chief Executive Officer	Chief Financial Officer	Chief Accounting Officer and Controller

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Comerica Incorporated

Opinion on Internal Control over Financial Reporting

We have audited Comerica Incorporated and subsidiaries' internal control over financial reporting as of **December 31, 2023** **December 31, 2024**, based on criteria established in Internal Control-Integrated Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Comerica Incorporated and subsidiaries (the Corporation) maintained, in all material respects, effective internal control over financial reporting as of **December 31, 2023** **December 31, 2024**, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Corporation as of **December 31, 2023** **December 31, 2024** and **2022, and 2023**, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended **December 31, 2023** **December 31, 2024**, and the related notes of the Corporation and our report dated **February 28, 2024** **February 24, 2025** expressed an unqualified opinion thereon.

Basis for Opinion

The Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management. Our responsibility is to express an opinion on the Corporation's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Corporation in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and **the board of directors** of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Dallas, TX

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Comerica Incorporated

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Comerica Incorporated and subsidiaries (the Corporation) as of December 31, 2023 December 31, 2024 and 2022, and 2023, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023 December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Corporation at December 31, 2023 December 31, 2024 and 2022, 2023, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, December 31, 2024 in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Corporation's internal control over financial reporting as of December 31, 2023 December 31, 2024, based on criteria established in Internal Control-Integrated Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 28, 2024, February 24, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the Corporation's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Corporation in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for credit losses

Description of the Matter The Corporation's loan portfolio and the associated allowance for credit losses (ACL) were \$52.1 billion \$50.5 billion and \$728 million \$725 million as of December 31, 2023 December 31, 2024, respectively. The allowance for credit losses represents management's estimate of expected credit losses over the contractual life of the loan portfolio at the balance sheet date. The allowance for credit losses includes credit loss estimates for loans evaluated on an individual basis, such as for certain nonaccrual loans and collective loss estimates for pools of loans with similar risk characteristics. The Corporation determines the allowance for pools of loans with similar risk characteristics by applying loss factors to amortized cost balances over the remaining contractual life. Loss factors are based on estimated probability of default, set to a default horizon based on contractual life, and loss given default. Through the use of various models, historical estimates are calibrated to economic forecasts over the reasonable and supportable forecast period based on economic variables that statistically correlate with each of the probability of default and loss given default pools. Qualitative adjustments are then made to bring the allowance to the level management believes is appropriate based on factors that have not otherwise been fully accounted for in the quantitative analysis. Examples of these adjustments include 1) foresight risk, 2) input imprecision, and 3) model imprecision.

Auditing management's estimate of the allowance for credit losses involved a high degree of subjectivity due to the highly judgmental nature of the expected loss models and the qualitative adjustments included in the ACL. Management applies significant judgment when selecting the expected loss models to be in developing assumptions used to determine the allowance estimate and the inputs used in those models as well as in applying qualitative adjustments, adjustments and model overlays. These determinations could have a significant effect on the ACL.

*How We Addressed the
Matter in Our Audit*

We obtained an understanding of the Corporation's process for establishing the ACL, including selection of the models, inputs used in the models, monitoring of the models, and the qualitative adjustments made to the ACL. We evaluated the design and tested the operating effectiveness of the controls over 1) determining the appropriateness of the models used to estimate quantitative components of the ACL, 2) validating the models used to estimate quantitative components of the ACL, 3) selecting the appropriate inputs and assumptions within the models, 4) monitoring of the models including the assessment of the output, 5) determining the appropriateness of the qualitative reserve methodology, including the identification and the assessment for the need for qualitative adjustments and model overlays, 6) validating the relevance and reliability of data used to estimate the various components of the qualitative reserves, and 7) management's review and approval of qualitative adjustments and model output.

To test the appropriateness of the models used by management to estimate quantitative components of the ACL, with the support of specialists, we evaluated the model methodology and model performance, and tested key modeling assumptions used within the models. To test the qualitative adjustments and model overlays, we evaluated the identification and measurement of the qualitative adjustments, including the basis for concluding an adjustment was warranted when considering the potential impact of foresight risk, input imprecision and model imprecision, evaluated the appropriateness of the data used by the Corporation to estimate the qualitative adjustments, recalculated the analyses used by management to determine the qualitative adjustments, and analyzed the changes in assumptions and components of the qualitative reserves relative to changes in the Corporation's loan portfolio. For example, we evaluated the data and information utilized by management to estimate the qualitative adjustments by independently obtaining and comparing to historical loan data, third-party macroeconomic data, and peer bank data to assess the appropriateness of the information and to consider whether new or contradictory information existed. We also evaluated if qualitative adjustments were based on a comprehensive framework, well-documented, and consistently applied.

/s/ Ernst & Young LLP

We have served as the Corporation's auditor since 1992.

Dallas, TX

February 28, 2024 February 24, 2025

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized as of February 28, 2024 February 24, 2025.

COMERICA INCORPORATED

By:

/s/ Curtis C. Farmer

Curtis C. Farmer

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities indicated as of February 28, 2024 February 24, 2025.

/s/ Curtis C. Farmer	Curtis C. Farmer	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ James J. Herzog	James J. Herzog	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Mauricio A. Ortiz	Mauricio A. Ortiz	Executive Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)
/s/ Arthur G. Angulo	Arthur G. Angulo	Director
/s/ Nancy Avila	Nancy Avila	Director
/s/ Michael E. Collins	Michael E. Collins	Director
/s/ Roger A. Cregg	Roger A. Cregg	Director
/s/ M. Alan Gardner	M. Alan Gardner	Director
/s/ Jacqueline P. Kane	Jacqueline P. Kane	Director
/s/ Derek J. Kerr	Derek J. Kerr	Director
/s/ Richard G. Lindner	Richard G. Lindner	Director
/s/ Jennifer H. Sampson	Jennifer H. Sampson	Director
/s/ Barbara R. Smith	Barbara R. Smith	Director
/s/ Robert S. Taubman	Robert S. Taubman	Director
/s/ Robert S. Taubman	Reginald M. Turner, Jr.	Director
/s/ Nina G. Vaca	Nina G. Vaca	Director
/s/ Michael G. Van de Ven	Michael G. Van de Ven	Director

S-1

Exhibit 3.4A

STATE OF DELAWARE
CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF DESIGNATIONS
OF
5.625% FIXED-RATE RESET NON-CUMULATIVE PERPETUAL
PREFERRED STOCK, SERIES A
OF

COMERICA INCORPORATED

Comerica Incorporated, a Delaware corporation (the "Corporation"), in accordance with the provisions of Section 103 of the General Corporation Law of the State of Delaware, as amended (the "General Corporation Law"), does hereby certify:

FIRST: The name of the Corporation is Comerica Incorporated.

SECOND: On May 26, 2020, the Corporation filed the Certificate of Designations of 5.625% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series A with the Secretary of State of the State of Delaware (the "Certificate of Designations").

THIRD: The Certificate of Designations requires correction as permitted by Section 103(f) of the General Corporation Law.

FOURTH: The inaccuracy or defect of the Certificate of Designations to be corrected hereby is the definition of "Reset Date," as defined in Section 2 and thereby used in the Certificate of Designations. Specifically, due to a scrivener's error, the definition of "Reset Date" erroneously was defined as "July 1, 2025 and each date falling on the fifth anniversary of the preceding Reset Date, which in each case, will not be adjusted for Business Days" and failed to incorporate the correct starting date to be used for the Reset Date.

FIFTH: The text of the definition of "Reset Date" in Section 2 of the Certificate of Designations is hereby corrected to read in its entirety as follows:

"Reset Date" means October 1, 2025 and each date falling on the fifth anniversary of the preceding Reset Date, which in each case, will not be adjusted for Business Days.

SIXTH: All other provisions of the Certificate of Designations remain unchanged.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to be executed on this 18th day of February, 2025.

COMERICA INCORPORATED

By: /s/ James J. Herzog
Name: James J. Herzog
Title: Senior Executive Vice President and
Chief Financial Officer

Exhibit 4.2

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

COMMON STOCK

The following description of Comerica Incorporated's Common Stock is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to Comerica's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation") and Amended and Restated Bylaws (the "Bylaws"), each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.2 is a part. We encourage you to read the **Certificate Articles** of Incorporation, the Bylaws and the applicable provisions of Delaware General Corporation Law for additional information.

Authorized Capital Stock

Comerica's authorized capital stock consists of 325,000,000 shares of common stock, par value \$5.00 per share ("Common Stock"), and 10,000,000 shares of preferred stock, without par value. As of **December 31, 2023** December 31, 2024, Comerica has issued 4,000 shares of preferred stock as 5.625% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series A (the "Series A preferred stock").

Dividend Rights

Subject to applicable regulatory requirements, holders of Common Stock are entitled to receive dividends when, as and if declared by the Comerica board of directors out of any funds legally available for dividends. Comerica pays dividends on Common Stock only if it has paid or provided for all dividends on any outstanding class or series of Comerica preferred stock (including the Series A preferred stock and any other class or series of Comerica preferred stock that it may authorize in the future), and, in the case of any cumulative Comerica preferred stock, all prior periods.

Liquidation Rights

Holders of Common Stock are also entitled, upon the liquidation of Comerica, and after claims of creditors and preferences of Comerica preferred stock, and any other class or series of Comerica preferred stock outstanding at the time of liquidation, to receive pro rata the net assets of Comerica.

Voting Rights

Holders of Common Stock are entitled to one vote for each share that they hold and are vested with all of the voting power except as the Comerica board of directors has provided, or may provide in the future, with respect to Series A preferred stock or any other class or series of Comerica preferred stock that it may authorize in the future. Common Stock does not have cumulative voting rights. In an election of directors where the number of nominees does not exceed the number of directors to be elected, each director must receive the vote of the majority of the votes cast with respect to that director. If a director does not receive the vote of the majority of the votes cast and no successor has been elected at such meeting, the director will promptly tender his or her resignation to the Board. **The Board will determine whether to accept or reject the resignation.**

Applicable Anti-Takeover Law

Delaware General Corporation Law section 203 prohibits a Delaware corporation from engaging in a "business combination" (as defined in the Delaware General Corporation Law) with a person owning 15% or more of a corporation's voting stock for three years following the time that person becomes a 15% stockholder, with certain exceptions. Comerica has not opted out of § 203 and is therefore governed by the default terms of this provision of the Delaware General Corporation Law.

The Change in Bank Control Act of 1978, as amended, prohibits a person or group of persons from acquiring "control" of a bank holding company unless the Federal Reserve Board has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve Board, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act, such as Comerica, would, under the circumstances set forth in the presumption, constitute acquisition of control of the bank holding company.

In addition, a company is required to obtain the approval of the Federal Reserve Board under the Bank Holding Company Act of 1956 before acquiring 25% (5% in the case of an acquirer that is a bank holding company) or more of any class of outstanding voting stock of a bank holding company, or otherwise obtaining control or a "controlling influence" over that bank holding company.

Listing

Common Stock is listed on the New York Stock Exchange under the symbol "CMA."

Other Rights and Preferences

Shares of Common Stock are not redeemable and have no subscription, conversion or preemptive rights. The outstanding shares of Common Stock are fully paid and non-assessable.

The Transfer Agent and Registrar for Common Stock is Computershare, P.O. Box 505000, Louisville, KY 40233-5000.

Schedule of Named Executive Officers Party to Change of Control Employment Agreement (BE4 and Higher Version without gross-up or window period - current)

(As of December 31, 2024)

Megan D. Crespi

Brian S. Goldman

James J. Herzog

Exhibit 10.16A

Schedule of Named Executive Officers Party to Change of Control Employment Agreement (BE4 and Higher Version without gross-up or window period - 2015 version)

(As of December 31, 2024)

Peter L. Sefzik

Exhibit 10.17A

Schedule of Named Executive Officers Party to Change of Control Employment Agreement (BE4 and Higher Version)

(As of December 31, 2024)

Curtis C. Farmer

Exhibit 10.20A

COMERICA INCORPORATED
SENIOR EXECUTIVE LONG-TERM PERFORMANCE RESTRICTED STOCK UNIT AWARD AGREEMENT

THIS AGREEMENT (this "Agreement") between Comerica Incorporated (the "Company") and **XXXX** (the "Participant") is effective as of **XXXX** (the "Effective Date"). Any undefined terms appearing herein as defined terms shall have the same meaning as they do in the Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as further amended and/or restated from time to time, or any successor plan thereto (the "Plan"). The Company shall provide a copy of the Plan to the Participant upon request.

WITNESSETH:

1. **Award of Restricted Stock Units.** Pursuant to the provisions of the Plan, the Company hereby awards the Participant, subject to the terms and conditions of the Plan (incorporated herein by reference), and subject further to the terms and conditions in this Agreement, a target senior executive long-term performance plan restricted stock unit award (the "Target SELTPP Award") equal to **XXXX** senior executive long-term performance plan restricted stock units ("SELTPP Units"). The Target SELTPP Award shall be adjusted upward or downward (as applicable) based on the achievement of the Goal and the TSR Modifier as provided in Schedule A attached hereto (the "Performance Requirements"). The number of SELTPP Units that the Participant shall receive under this Agreement, after giving effect to such adjustment and rounded down to a whole number, is referred to as the "Final Award Number." Each SELTPP Unit shall represent an unfunded, unsecured right for the Participant to receive one (1) Share, as described in this Agreement. The "Performance Period" over which the Final Award Number shall be determined shall be the period beginning January 1, **XXXX** and ending December 31, **XXXX**. The Committee shall, following the end of the Performance Period (and in no event later than March 10, **XXXX**), determine whether and the extent to which the Performance Requirements for the Performance Period have been satisfied and the Final Award Number. The date of such determinations by the Committee for the Performance Period is referred to as the "Determination Date."
2. **Ownership Rights.** The Participant shall have no voting or other ownership rights in the Company arising from the Award of SELTPP Units under this Agreement prior to the delivery of Shares upon the vesting and settlement of SELTPP Units underlying the Award.
3. **Dividend Equivalents.** If cash dividends are declared by the Board on the Common Stock on or after the Effective Date and prior to the Settlement Date (as defined below), cash dividend equivalents (the "Dividend Equivalents") shall accrue on the Shares underlying SELTPP Units, whether such SELTPP Units are vested or unvested, which Dividend Equivalents shall be subject to vesting and forfeiture on the same terms and conditions as the underlying SELTPP Units. Such Dividend Equivalents shall be in an amount of cash per SELTPP Unit equal to the cash dividend paid with respect to each outstanding Share and shall be credited on the declaration date applicable to Shares.

The Dividend Equivalents accrued prior to the Settlement Date shall be paid to the Participant with respect to all vested SELTPP Units on or as soon as reasonably practicable following the Settlement Date (and in no event later than March 15, **XXXX**). The Dividend Equivalents accrued on Shares underlying SELTPP Units that do not vest and are forfeited shall be forfeited for no consideration on the date such SELTPP Units are forfeited.

4. Vesting and Settlement of Award.

a. **General.** Except as otherwise provided in the Plan and this Agreement, the number of SELTPP Units equal to the Final Award Number shall vest on the Determination Date, as determined in accordance with Schedule A, subject to the Participant's continued employment by the Company or one of its Affiliates through the Determination Date.

Except as otherwise provided in this Agreement, the vested portion of the Award (rounded down to a whole number of Shares) shall be settled in Common Stock as soon as reasonably practicable following the Determination Date and in no event later than March 15, **XXXX**, (the date of settlement, the "Settlement Date"). On the Settlement Date, the Company shall issue to the Participant (or, in the case of the Participant's death, to the Participant's designated beneficiary pursuant to Section 13(f) of the Plan, as applicable or, in the case of the Participant's Disability, to the Participant's guardian or legal representative, if applicable and if permissible under applicable law) a number of whole Shares equal to the Final Award Number (the "Settlement Shares"). Upon the issuance of the Settlement Shares in settlement of the vested SELTPP Units in respect of the Award, the Award shall be settled in full and the Participant (or his or her designated beneficiary pursuant to Section 13(f) of the Plan, in the case of death) shall have no further rights with respect to the Award, other than with respect to the payment of the Dividend Equivalents accrued with respect to such vested SELTPP Units.

b. **Disability or Death Prior to a Change in Control.** In the event of (i) the Participant's Termination of Service due to Disability or death or (ii) death following Retirement, in each case, prior to both the Determination Date and a Change in Control, a number of SELTPP Units equal to the Target SELTPP Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service due to Disability or the date of the Participant's death, as applicable. The Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death or date of Termination of Service due to Disability; *provided, however,* that, notwithstanding the foregoing, if the Award constitutes non-qualified deferred compensation subject to Section 409A of the Code, in the event of the Participant's Termination of Service due to Disability, the Settlement Date shall be the first day of **XXXX** on which the Applicable Exchange is open for trading (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death). If a Participant is eligible for Retirement as of the date of Termination of Service due to Disability, the provisions of this Agreement relating to Retirement as set forth below shall apply, regardless of whether he or she otherwise meets the requirements for Disability.

c. **Retirement Prior to a Change in Control.** In the event of the Participant's Termination of Service due to Retirement prior to both the Determination Date and a Change in Control, then, except as provided in Section 4(b)(ii), the Award shall continue to vest and settle in accordance with Section 4(a), *provided* that the continued employment requirement shall cease to apply.

d. **Position Elimination Prior to a Change in Control.** In the event of the Participant's Termination of Service due to position elimination, as defined in the Company's sole discretion, prior to both the Determination Date and a Change in Control, then the Award shall continue to vest and settle in accordance with Section 4(a), *provided* that the continued employment requirement shall cease to apply and that the number of SELTPP Units constituting the Target SELTPP Award shall be pro-rated for the time the Participant was an employee during the Performance Period (i.e., January 1, **XXXX** through date of Termination of Service), with the number of pro-rated SELTPP Units constituting the Target SELTPP Award rounded down to the nearest whole number. For clarity, the number of pro-rated SELTPP Units ultimately settled shall be determined based on actual performance over the full Performance Period in accordance with Section 4(a).

e. **Change in Control.**

- i. **General.** A Change in Control shall have the effect provided in Section 10 of the Plan. In accordance with Section 10 of the Plan, effective as of immediately prior to the Change in Control, the Performance Requirements shall be deemed to be achieved at the greater of (x) 100% and (y) the Payout Percentage based on the level of achievement determined by the Committee prior to the Change in Control, taking into account performance through the latest date preceding the Change in Control as to which performance can, as a practical matter, be determined (but not later than the end of the applicable Performance Period).
- ii. **Replacement Award Granted.** If a Replacement Award is provided pursuant to Section 10(c) of the Plan, the Determination Date shall be deemed to be December 31, **XXXX**.
 - 1. **Without Cause or for Good Reason.** In the event of a Termination of Service of the Participant by the Company other than for Cause or by the Participant for Good Reason, in each case, both prior to the Determination Date and within twenty-four (24) months following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service. For purposes of the vested SELTPP Units, the Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Termination of Service; *provided, however,* that, notwithstanding the foregoing, if the Award constitutes non-qualified deferred compensation subject to Section 409A of the Code and such Change in Control is not a Section 409A CIC, the Settlement Date shall be the first day of **XXXX** on which the Applicable Exchange is open for trading (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).

2. *Disability.* In the event of a Termination of Service of the Participant due to Disability both prior to the Determination Date and following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service. For purposes of the vested SELTPP Units, the Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Termination of Service; *provided, however,* that, notwithstanding the foregoing, if the

Award constitutes non-qualified deferred compensation subject to Section 409A of the Code and (A) if such Change in Control is not a Section 409A CIC or (B) such Termination of Service occurs more than twenty-four (24) months following such Change in Control, the Settlement Date shall be the first day of **XXXX** on which the Applicable Exchange is open for trading (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).

3. *Retirement.* In the event of a Termination of Service of the Participant due to Retirement both prior to the Determination Date and following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service. For purposes of the vested SELTPP Units, the Settlement Date shall occur (A) if such Change in Control is a Section 409A CIC and Participant's Termination of Service occurs within twenty-four (24) months following such Change in Control, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Termination of Service or (B) if such Change in Control is not a Section 409A CIC or such Termination of Service occurs more than twenty-four (24) months following such Change in Control, the Settlement Date shall be the first day of **XXXX** on which the Applicable Exchange is open for trading (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death). For the avoidance of doubt, if the Participant's Termination of Service due to Retirement occurred prior to the Change in Control, the Settlement Date shall be the first day of **XXXX** on which the Applicable Exchange is open for trading (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).

4. *Death.* In the event of the Participant's death both prior to the Determination Date and following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's death. For purposes of the vested SELTPP Units, the Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death.

iii. *No Replacement Award Granted.* If a Replacement Award is not provided pursuant to Section 10(c) of the Plan, the Award shall fully vest as of the Change in Control in accordance with Section 10(b) of the Plan and the Settlement Date shall occur on the first day of **XXXX** on which the Applicable Exchange is open for trading (or upon any earlier date or event following the Change in Control permitted by Section 409A of the Code). Nothing herein shall preclude the Company from settling the Award upon a Section 409A CIC, if it is not replaced by a Replacement Award, to the extent such settlement is effectuated in accordance with Treas. Reg. § 1.409A-3(j)(4)(ix)(B).

f. *All Other Terminations.* Except as provided in this Section 4, if the Participant's Termination of Service occurs prior to the Determination Date, the Award shall be forfeited for no consideration effective immediately as of the date of Termination of Service, unless the Committee determines otherwise.

5. Special Vesting and Forfeiture Terms.

a. *Forfeiture Resulting from Acts Occurring During the Grant Year.* Notwithstanding any other provision of this Agreement, if it shall be determined at any time subsequent to the Effective Date and prior to the Determination Date (or, in the case of a termination due to death or Disability, the date of Termination of Service) that the Participant has, during the calendar year in which the Effective Date occurs (the "Grant Year"), (i) failed to comply with Company policies and procedures, including the Code of Business Conduct and Ethics or the Senior Financial Officer Code of Ethics (if applicable), (ii) violated any law or regulation, (iii) engaged in negligent or willful misconduct, (iv) engaged in activity resulting in a significant or material Sarbanes-Oxley control deficiency, or (v) demonstrated poor risk management or lack of judgment in discharge of Company duties, and such failure, violation, misconduct, activity or behavior (1) demonstrates an inadequate sensitivity to the inherent risks of Participant's business line or functional area, and (2) results in, or is reasonably likely to result in, a material adverse impact (whether financial or reputational) on the Company or Participant's business line or functional area, all or part of the SELTPP Units granted under this Agreement that have not yet become vested at the time of such determination may be cancelled and forfeited. "Inadequate sensitivity" to risk is demonstrated by imprudent activities that subject the Company to risk outcomes in future periods, including risks that may not be apparent at the time the activities are undertaken.

b. *Forfeiture of Award for Acts Occurring in Years Other Than the Grant Year.* Notwithstanding any other provisions of this Agreement, if the Participant receives one or more equity awards in any calendar years

other than the Grant Year (an "Other Grant Year") pursuant to an Award Agreement that contains a clause substantially similar to Section 5(a) above, and it shall be determined that Participant, as a result of risk-related behavior, should be subject to the forfeiture of all or part of any such award granted in such Other Grant Year in accordance with the terms of such clause, then the unvested portion of the Award granted under this Agreement shall be subject to forfeiture to the extent necessary to equal the *Unsatisfied Forfeiture Value* (as defined below). The term "*Unsatisfied Forfeiture Value*" shall mean the value (as determined by the

Committee in its absolute discretion) of any portion of the Award determined by the Committee to be subject to forfeiture with respect to the Other Grant Year (without regard to whether or not some portion thereof has already vested) that has in fact vested prior to such determination by the Committee. All or a portion of the SELTPP Units granted under this Agreement that have not yet become vested shall be subject to forfeiture in order to satisfy as much as possible of the Unsatisfied Forfeiture Value, and the valuation of the Award for such purpose shall be determined in the absolute discretion of the Committee.

6. **Withholding.** The Participant authorizes the Company to withhold from his or her compensation, including the SELTPP Units subject to the Award and the Settlement Shares issuable hereunder, to satisfy any income and employment tax withholding obligations in connection with the Award. No later than the date as of which an amount first becomes includable in the gross income of the Participant for Federal income tax purposes with respect to any Settlement Shares subject to the Award, the Participant shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, all Federal, state and local income and employment taxes that are required by applicable laws and regulations to be withheld with respect to such amount. The Participant agrees that the Company may delay delivery of the Settlement Shares until proper payment of such taxes has been made by the Participant. If required pursuant to the Company's policy as applied to the Participant or elected by the Participant, to the extent permitted by law, tax withholding obligations in respect of the Award shall be satisfied by authorizing the Company to withhold (provided the amount withheld does not exceed the maximum statutory tax rate in the Participant's applicable tax jurisdiction or such lesser amount as is necessary to avoid adverse accounting treatment for the Company) from the Settlement Shares otherwise issuable to the individual pursuant to the settlement of the Award, a number of Shares having a Fair Market Value, as of the date the obligation to withhold such taxes arises, which will satisfy the amount of the withholding tax obligation. Further, unless determined otherwise by the Committee, the Participant may satisfy such obligations under this Section 6 by any other method authorized under Section 13(d) of the Plan.
7. **Section 409A of the Code.**
 - a. To the extent that the Award is construed to be nonqualified deferred compensation subject to Section 409A of the Code, the Company shall use its reasonable efforts to operate, administer, construe and interpret this Agreement in a manner that minimizes adverse tax consequences to the Participant and is consistent with the requirements of Section 409A of the Code. Any payments that qualify for the "short-term deferral" exception or another exception under Section 409A of the Code shall be paid under the applicable exception. Each payment of compensation under this Agreement shall be treated as a separate payment of compensation. In no event may the Participant, directly or indirectly, designate the calendar year of any payment or distribution under this Agreement. Notwithstanding any other provision of the Plan or this Agreement to the contrary, if the Participant is a "specified employee" within the meaning of Section 409A of the Code (as determined in accordance with the methodology established by the Company), amounts that constitute "nonqualified deferred compensation" subject to Section 409A of the Code that would otherwise be payable by reason of the Participant's Termination of Service during the six (6)-month period immediately following such Termination of Service shall instead be paid or provided on the first business day following the date that is six (6) months following the Participant's Termination of Service. If the Participant dies following the Termination of Service and prior to the payment of any amounts delayed on account of Section 409A of the Code, such amounts shall be paid to the designated beneficiary of the Participant pursuant to Section 13(f) of the Plan within forty-five (45) days following the date of the Participant's death.
 - b. This Agreement shall be subject to amendment, with or without advance notice to the Participant, and on a prospective or retroactive basis, including, but not limited to, amendment in a manner that adversely affects the rights of the Participant, to the extent necessary to effect compliance with Section 409A of the Code. Notwithstanding anything contained in this Agreement or the Plan, the Company shall have no liability whatsoever for or in respect of any decision to take action to attempt to comply with Section 409A of the Code, any omission to take such action or for the failure of any such action taken by the Company to so comply.
8. **Cancellation of Award.** The Committee has the right to cancel for no consideration all or any portion of the Award in accordance with Section 2(d) of the Plan if the Committee determines in good faith that the Participant has done any of

the following: (i) been convicted of, or plead guilty or *nolo contendere* to, a charge of commission of a felony under federal law or the law of the state in which such action occurred; (ii) committed fraud; (iii) embezzled; (iv) disclosed confidential information or trade secrets; (v) was terminated for Cause; (vi) engaged in any activity in competition with the business of the Company or any Subsidiary or Affiliate of the Company; or (vii) engaged in conduct that adversely affected the Company.

The Delegate shall have the power and authority to suspend the vesting of or the right to receive the Settlement Shares in respect of all or any portion of the Award if the Delegate makes in good faith the determination described in the preceding sentence. Any such suspension of an Award shall remain in effect until the suspension shall be presented to and acted on by the Committee at its next meeting. This Section 8 shall have no application following a Change in Control.

9. **Compliance with Laws and Regulations.** The Award and the obligation of the Company to deliver the Settlement Shares subject to the Award are subject to compliance with all applicable laws, rules and regulations, to receipt of any approvals by any government or regulatory agency as may be required, and to any determinations the Company may make regarding the application of all such laws, rules and regulations.
10. **Binding Nature of Plan.** The Award is subject to the Plan. The Participant agrees to be bound by all terms and provisions of the Plan and related administrative rules and procedures, including, without limitation, terms and provisions and administrative rules and procedures adopted and/or modified after the granting of the Award. If any provisions hereof are inconsistent with those of the Plan, the provisions of the Plan shall control, except to the extent expressly modified herein pursuant to authority granted under the Plan.
11. **Notices.** Any notice to the Company under this Agreement shall be in writing to the following address or facsimile number: Human Resources – Total Rewards, Comerica Incorporated, 1717 Main Street, MC 6515, Dallas, TX 75201; Facsimile Number: 214-462-4430. The Company shall address any notice to the Participant to his or her current address according to the Company's personnel files. All written notices provided in accordance with this Section 11 shall be deemed to be given when (a) delivered to the appropriate address(es) by hand or by a nationally recognized overnight courier service (costs prepaid); (b) sent by facsimile to the appropriate facsimile number, with

confirmation by telephone of transmission receipt; or (c) received by the addressee, if sent by U.S. mail to the appropriate address or by Company inter-office mail to the appropriate mail code. Either party may designate in writing some other address or facsimile number for notice under this Agreement.

12. **Force and Effect.** The various provisions of this Agreement are severable in their entirety. Any judicial or legal determination of invalidity or unenforceability of any one provision shall have no effect on the continuing force and effect of the remaining provisions.
13. **Successors.** This Agreement shall be binding upon and inure to the benefit of the successors of the respective parties.
14. **No Right to Continued Employment.** Nothing in the Plan or this Agreement shall confer on the Participant any right to continue in the employment of the Company or its Affiliates for any given period or on any specified terms nor in any way affect the Company's or its Affiliates' right to terminate the Participant's employment without prior notice at any time for any reason or for no reason.
15. **Voluntary Participation.** Participation in the Plan is voluntary. The value of the Award is an extraordinary item of compensation outside the scope of the Participant's employment contract, if any. As such, the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.
16. **Recoupment.** In addition to the cancellation provisions of Sections 5 and 8, SELTPP Units granted pursuant to this Agreement shall be subject to the terms of the recoupment (clawback) policy adopted by the Company as in effect from time to time, as well as any recoupment/forfeiture provisions required by law and applicable to the Company or its subsidiaries; *provided, however,* unless prohibited by applicable law, the Company's recoupment (clawback) policy shall have no application to the Award following a Change in Control.

IN WITNESS WHEREOF, this Agreement has been executed by an appropriate officer of Comerica Incorporated and accepted by the Participant, both as of the day and year first above written.

COMERICA INCORPORATED

By: _____

Name:

Title:

SCHEDULE A

Absolute ROCE Excluding Non-Performance Items Goal

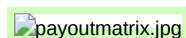
At the beginning of the Performance Period (but no later than 90 days following the first day of the Performance Period), the Committee shall approve a three-year average ROCE Excluding Non-Performance Items goal for the Performance Period (the "Absolute Goal"). Such Goal shall be based on the following formula:

$$\frac{\text{Year 1 performance} + \text{Year 2 performance} + \text{Year 3 performance}}{3} = \text{Three-year average}$$

Relative ROCE Goal

In addition to the Absolute Goal, the Company's Relative ROCE for the Performance Period (the "Relative Goal") shall be measured against the return on average common equity for each member of the KBW Bank Index as reported by S&P Global Market Intelligence and as further described below under "Relative ROCE."

Following the Performance Period, on the Determination Date, the Committee shall certify both the Absolute Goal and Relative Goal and determine the appropriate Achievement Factor pursuant to the following matrix:



The level of achievement for purposes of determining the Achievement Factor shall be interpolated between the performance levels within the matrix. If threshold performance is not achieved, the entire Award shall be forfeited. In no event may the Achievement Factor be greater than 150%.

TSR Modifier

In addition to the Absolute and Relative Goals, the Company's Relative TSR for the Performance Period (the "TSR Modifier") shall also be measured. The TSR Modifier shall increase or decrease the Achievement Factor by 15 percentage points depending on quartile performance, as compared to members of the KBW Bank Index whose ticker symbol remains in the index for the entire Performance Period as reported by S&P Global Market Intelligence. If the Company is in the bottom quartile, the Achievement Factor will be reduced by 15 percentage points. If the Company is in the top quartile, the

Achievement Factor will be increased by 15 percentage points. The resulting percentage is referred to as the "Payout Percentage." In no event may the Payout Percentage be above 150%. If the TSR Modifier results in a Payout Percentage that is above 150%, the Payout Percentage will be reduced to 150%.

For example: 110% Achievement Factor + 15% (Top Quartile TSR Performance) = 125% Payout Percentage

National Emergency Adjustment

If a National Emergency is in place during the Performance Period, the Payout Percentage will be the greater of 50% and actual calculated performance per the terms of this Agreement.

Final Award Number

The Final Award Number shall be equal to the product (rounded down to the nearest whole number) of (a) the Target SELTPP Award multiplied by (b) the Payout Percentage.

Definitions:

"ROCE Excluding Non-Performance Items" means the return on common equity calculated based on Net Income Excluding Non-Performance Items less preferred stock dividends, divided by average common equity excluding accumulated other comprehensive income or loss (AOCI).

"National Emergency" means that all of the following have occurred: (1) the President of the United States declares a national emergency under the National Emergencies Act and such declaration is in place during the Performance Period; and (2) as a result of such declaration of a national emergency or in relation to such declaration, the Federal Reserve reduces interest rates or undertakes other monetary policy actions such as quantitative easing to prevent or mitigate a financial crisis during the Performance Period.

"Net Income Excluding Non-Performance Items" means net income as adjusted, if applicable, to reflect the after-tax impact of any adjustments affecting the Performance Period related to the cumulative effect of changes in accounting principle, items that are deemed to be both unusual in nature and infrequently occurring (as formerly defined by generally accepted accounting principles prior to ASU 2015-1), results from discontinued operations, merger/acquisition charges, restructuring charges incurred during the year and adjustments due to changes in the Federal corporate statutory tax rate and/or other tax law changes. Additionally, net income shall be reduced by net credit-related charge-offs (after-tax) and increased by the provision for credit losses (after-tax).

"Relative ROCE" means the Company's return on average common equity ("ROACE") as compared to the ROACE for each member of the KBW Bank Index whose ticker symbol remains in the index for the entire Performance Period as reported by S&P Global Market Intelligence for each Performance Period. The average ROACE performance for each entity will be calculated by summing the annual ROACE performance for each year and dividing by three. The Company's percentile rank for ROACE versus the KBW Bank Index will be calculated inclusive of the Company for the Performance Period.

"Relative TSR" means the Company's Total Shareholder Return, as compared to the KBW Bank Index Total Shareholder Return. For this purpose, the Total Shareholder Return shall be computed by Bloomberg.

"Total Shareholder Return" means the total shareholder return of the Company over the Performance Period as computed by Bloomberg.

Exhibit 10.20B

COMERICA INCORPORATED
RESTRICTED STOCK UNIT AWARD AGREEMENT

THIS AGREEMENT (this "Agreement") between Comerica Incorporated (the "Company") and XXXXXX (the "Participant") is effective as of XXXXXX (the "Effective Date"), and vesting will commence as of XXXXXX (the "Commencement" last day of the month and year of the Effective Date (the "Commencement" Date)). Any undefined terms appearing herein as defined terms shall have the same meaning as they do in the Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as further amended and/or restated from time to time, or any successor plan thereto (the "Plan"). The Company shall provide a copy of the Plan to the Participant upon request.

WITNESSETH:

1. **Award of Restricted Stock Units.** Pursuant to the provisions of the Plan, the Company hereby awards the Participant, subject to the terms and conditions of the Plan (incorporated herein by reference), and subject further to the terms and conditions in this Agreement, **XXXXXX** restricted stock units ("RSUs") (the "Award"). Each RSU shall represent an unfunded, unsecured right for the Participant to receive one (1) Share, as described in this Agreement.
2. **Ownership Rights.** The Participant shall have no voting or other ownership rights in the Company arising from the Award of RSUs under this Agreement prior to the delivery of Shares upon the vesting and settlement of RSUs underlying the Award.
3. **Dividend Equivalents.** If cash dividends are declared by the Board on the Common Stock on or after the Effective Date and prior to the Settlement Date (as defined below), cash dividend equivalents (the "Dividend Equivalents") shall accrue on the Shares underlying RSUs, whether such RSUs are vested or unvested, which Dividend Equivalents shall be subject to vesting and forfeiture on the same terms and conditions as the underlying RSUs. Such Dividend Equivalents shall be in an amount of cash per RSU equal to the cash dividend paid with respect to each outstanding Share and shall be credited on the declaration date applicable to Shares. The Dividend Equivalents accrued prior to the Settlement Date shall be paid to the Participant with respect to all vested RSUs as soon as administratively feasible (and in no event more than forty-five (45) days) following the Settlement Date. The Dividend Equivalents accrued on Shares underlying RSUs that do not vest and are forfeited shall be forfeited for no consideration on the date such RSU is forfeited.
4. **Vesting of Award.**
 - a. **General.** Except as otherwise provided in the Plan and this Agreement, 100% of the RSUs covered by the Award shall vest on the **XXXXXX** anniversary of the Commencement Date (or, if such date is not a business day, the business day immediately preceding such date) (the "Vesting Date"), subject to the Participant's continued employment by the Company or one of its Affiliates through the Vesting Date.
 - b. **Death or Disability.** In the event of the Participant's Termination of Service due to death or Disability, prior to the Vesting Date, the Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service.
 - c. **Change in Control.** To the extent a Replacement Award is provided pursuant to Section 10(c) of the Plan, upon a Termination of Service of the Participant by the Company other than for Cause or by the Participant for Good Reason (as defined below), in each case, prior to the Vesting Date and within twenty-four (24) months following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service. If a Replacement Award is not provided in respect of the Award, the vesting provisions set forth in Section 10(b) of the Plan shall apply.

Notwithstanding any provision of the Plan or any other agreement to the contrary, for purposes of this Agreement, the term "Good Reason" means the occurrence of any of the following without the Participant's consent: (i) a material reduction in the Participant's annual base salary or target short-term incentive compensation opportunity, in each case, from that in effect immediately prior to the Change in Control; or (ii) a mandatory relocation of the Participant's principal location of employment to a location that is more than fifty (50) miles from his or her principal employment location immediately prior to the Change in Control and increases the distance between the Participant's home and principal employment location. In order to invoke a termination for Good Reason, the Participant shall provide written notice to the Company of the existence of one or more of the conditions described in clauses (i) or (ii) within ninety (90) days following the Participant's knowledge of the initial existence of such condition or conditions, and the Company shall have thirty (30) days following receipt of such written notice (the "Cure Period") during which it may cure the condition, if curable. If the Company fails to cure the condition constituting Good Reason during the Cure

Period, the Participant must terminate employment, if at all, within one (1) year following the end of the Cure Period in order for such termination to constitute a termination for Good Reason. The Participant's mental or physical incapacity following the occurrence of an event described above in clauses (i) or (ii) shall not affect the Participant's ability to terminate employment for Good Reason.

- d. **Position Elimination Prior to a Change in Control.** In the event of the Participant's Termination of Service due to position elimination, as defined in the Company's sole discretion, prior to both the final Vesting Date and a Change in Control, any RSUs covered by the Award that are unvested shall be pro-rated for the time the Participant was an employee during the vesting period (i.e., Commencement Date through Termination of Service date), and such pro-rata RSUs shall vest effective as of the date of the Participant's Termination of Service due to position elimination (or, if such date is not a business day, the business day immediately preceding such date).
- e. **All Other Terminations.** Except as provided in this Section 4, if the Participant's Termination of Service occurs prior to the Vesting Date, the Award shall be forfeited for no consideration effective immediately as of the date of Termination of Service, unless the Committee determines otherwise.

5. **Special Vesting and Forfeiture Terms.**
 - a. **Forfeiture Resulting from Acts Occurring During the Grant Year.** Notwithstanding any other provision of this Agreement, if it shall be determined at any time subsequent to the Effective Date and prior to the Settlement Date (or, in the case of a termination due to death or Disability, the date of Termination of Service) that the Participant has, during the calendar year in which the Effective Date occurs (the "Grant Year"), (i) failed to comply with Company policies and procedures, including the Code of Business Conduct and Ethics or the Senior Financial Officer Code of Ethics (if applicable), (ii) violated any law or regulation, (iii) engaged in negligent or willful misconduct, (iv) engaged in activity resulting in a significant or material Sarbanes-Oxley control deficiency, or (v) demonstrated poor risk management or lack of judgment in discharge of Company duties, and such failure, violation, misconduct, activity or behavior (1) demonstrates an inadequate sensitivity to the inherent risks of Participant's business line or functional area, and (2) results in, or is reasonably likely to result in, a material adverse impact

(whether financial or reputational) on the Company or Participant's business line or functional area, all or part of the Award granted under this Agreement that has not yet become vested at the time of such determination may be cancelled and forfeited. "Inadequate sensitivity" to risk is demonstrated by imprudent activities that subject the Company to risk outcomes in future periods, including risks that may not be apparent at the time the activities are undertaken.

b. *Forfeiture of Award for Acts Occurring in Years Other Than the Grant Year.* Notwithstanding any other provisions of this Agreement, if the Participant receives one or more equity awards in any calendar years other than the Grant Year (an "Other Grant Year") pursuant to an Award Agreement that contains a clause substantially similar to Section 5(a) above, and it shall be determined that Participant, as a result of risk-related behavior, should be subject to the forfeiture of all or part of any such award granted in such Other Grant Year in accordance with the terms of such clause, then the unvested portion of the Award granted under this Agreement shall be subject to forfeiture to the extent necessary to equal the Unsatisfied Forfeiture Value (as defined below). The term "Unsatisfied Forfeiture Value" shall mean the value (as determined by the Committee in its absolute discretion) of any portion of the Award determined by the Committee to be subject to forfeiture with respect to the Other Grant Year (without regard to whether or not some portion thereof has already vested) that has in fact vested prior to such determination by the Committee. All or a portion of the RSUs granted under this Agreement that have not yet become vested shall be subject to forfeiture in order to satisfy as much as possible of the Unsatisfied Forfeiture Value, and the valuation of the Award for such purpose shall be determined in the absolute discretion of the Committee.

6. Settlement. Once vested, the Award shall be settled as follows:

a. *In General.* Subject to the terms of the Plan and this Agreement, the Award shall be settled in Common Stock as soon as reasonably practicable (and in no event more than forty-five (45) days) following the date on which the Award vests (the "Settlement Date"). On the Settlement Date, the Company shall issue to the Participant (or, in the case of the Participant's death, to the Participant's designated beneficiary pursuant to Section 13(f) of the Plan, as applicable or, in the case of the Participant's Disability, to the Participant's guardian or legal representative, if applicable and if permissible under applicable law) a number of whole Shares equal to the aggregate number of RSUs in respect of the Award (the "Settlement Shares"). Nothing herein shall preclude the Company from settling the RSUs upon a Section 409A CIC, if they are not replaced by a Replacement Award, to the extent such settlement is effectuated in accordance with Treas. Regs. § 1.409A-3(j)(4)(ix)(B).

b. *Termination of Rights.* Upon the issuance of the Settlement Shares in settlement of the vested RSUs in respect of the Award, the Award shall be settled in full and the Participant (or his or her designated beneficiary pursuant to Section 13(f) of the Plan, in the case of death) shall have no further rights with respect to the Award, other than with respect to the payment of the Dividend Equivalents accrued with respect to such vested RSUs.

7. Withholding. The Participant authorizes the Company to withhold from his or her compensation, including RSUs subject to the Award and the Settlement Shares issuable hereunder, to satisfy any income and employment tax withholding obligations in connection with the Award. No later than the date as of which an amount first becomes includible in the gross income of the Participant for Federal income tax purposes with respect to any Settlement Shares subject to the Award, the Participant shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, all Federal, state and local income and employment taxes that are required by applicable laws and regulations to be withheld with respect to such amount. The Participant agrees that the Company may delay delivery of the Settlement Shares until proper payment of such taxes has been made by the Participant. If required pursuant to the Company's policy as applied to the Participant or elected by the Participant, to the extent permitted by law, tax withholding obligations in respect of the Award shall be satisfied by authorizing the Company to withhold (provided the amount withheld does not exceed the maximum statutory tax rate in the Participant's applicable tax jurisdiction or such lesser amount as is necessary to avoid adverse accounting treatment for the Company) from the Settlement Shares otherwise issuable to the individual pursuant to the settlement of the Award, a number of Shares having a Fair Market Value, as of the date the obligation to withhold such taxes arises, which will satisfy the amount of the withholding tax obligation. Further, unless determined otherwise by the Committee, the Participant may satisfy such obligations under this Section 7 by any other method authorized under Section 13(d) of the Plan.

8. Section 409A of the Code.

a. The Award is intended to qualify for the "short-term deferral" exception under Section 409A of the Code. To the extent that the Award is construed to be nonqualified deferred compensation subject to Section 409A of the Code, the Company shall use its reasonable efforts to operate, administer, construe and interpret this Agreement in a manner that minimizes adverse tax consequences to the Participant and is consistent with the requirements of Section 409A of the Code. Each payment of compensation under this Agreement shall be treated as a separate payment of compensation. In no event may the Participant, directly or indirectly, designate the calendar year of any payment or distribution under this Agreement. Notwithstanding any other provision of the Plan or this Agreement to the contrary, if the Participant is a "specified employee" within the meaning of Section 409A of the Code (as determined in accordance with the methodology established by the Company), amounts that constitute "nonqualified deferred compensation" subject to Section 409A of the Code that would otherwise be payable by reason of the Participant's Termination of Service during the six (6)-month period immediately following such Termination of Service shall instead be paid or provided on the first business day following the date that is six (6) months following the Participant's Termination of Service. If the Participant dies following the Termination of Service and prior to the payment of any amounts delayed on account of Section 409A of the Code, such amounts shall be paid to the designated beneficiary of the Participant pursuant to Section 13(f) of the Plan within forty-five (45) days following the date of the Participant's death.

b. This Agreement shall be subject to amendment, with or without advance notice to the Participant, and on a prospective or retroactive basis, including, but not limited to, amendment in a manner that adversely affects the rights of the Participant, to the extent necessary to effect compliance with Section 409A of the Code. Notwithstanding anything contained in this Agreement or the Plan, the Company shall have no liability whatsoever for or in respect of any decision to take action to attempt to comply with Section 409A of the Code, any omission to take such action or for the failure of any such action taken by the Company to so comply.

9. **Cancellation of Award.** The Committee has the right to cancel for no consideration all or any portion of the Award in accordance with Section 2(d) of the Plan if the Committee determines in good faith that the Participant has done any of the following: (i) been convicted of, or plead guilty or *nolo contendere* to, a charge of commission of a felony under federal law or the law of the state in which such action occurred; (ii) committed fraud; (iii) embezzled; (iv) disclosed confidential information or trade secrets; (v) was terminated for Cause; (vi) engaged in any activity in competition with the business of the Company or any Subsidiary or Affiliate of the Company; or (vii) engaged in conduct that adversely affected the Company.

The Delegate shall have the power and authority to suspend the vesting of or the right to receive the Settlement Shares in respect of all or any portion of the Award if the Delegate makes in good faith the determination described in the preceding sentence. Any such suspension of an Award shall remain in effect until the suspension shall be presented to

and acted on by the Committee at its next meeting. This Section 9 shall have no application following a Change in Control.

10. **Compliance with Laws and Regulations.** The Award and the obligation of the Company to deliver the Settlement Shares subject to the Award are subject to compliance with all applicable laws, rules and regulations, to receipt of any approvals by any government or regulatory agency as may be required, and to any determinations the Company may make regarding the application of all such laws, rules and regulations.

11. **Binding Nature of Plan.** The Award is subject to the Plan. The Participant agrees to be bound by all terms and provisions of the Plan and related administrative rules and procedures, including, without limitation, terms and provisions and administrative rules and procedures adopted and/or modified after the granting of the Award. If any provisions hereof are inconsistent with those of the Plan, the provisions of the Plan shall control, except to the extent expressly modified herein pursuant to authority granted under the Plan.

12. **Notices.** Any notice to the Company under this Agreement shall be in writing to the following address or facsimile number: Human Resources – Total Rewards, Comerica Incorporated, 1717 Main Street, MC 6515, Dallas, TX 75201; Facsimile Number: 214-462-4430. The Company shall address any notice to the Participant to his or her current address according to the Company's personnel files. All written notices provided in accordance with this Section 12 shall be deemed to be given when (a) delivered to the appropriate address(es) by hand or by a nationally recognized overnight courier service (costs prepaid); (b) sent by facsimile to the appropriate facsimile number, with confirmation by telephone of transmission receipt; or (c) received by the addressee, if sent by U.S. mail to the appropriate address or by Company inter-office mail to the appropriate mail code. Either party may designate in writing some other address or facsimile number for notice under this Agreement.

13. **Force and Effect.** The various provisions of this Agreement are severable in their entirety. Any judicial or legal determination of invalidity or unenforceability of any one provision shall have no effect on the continuing force and effect of the remaining provisions.

14. **Successors.** This Agreement shall be binding upon and inure to the benefit of the successors of the respective parties.

15. **No Right to Continued Employment.** Nothing in the Plan or this Agreement shall confer on the Participant any right to continue in the employment of the Company or its Affiliates for any given period or on any specified terms nor in any way affect the Company's or its Affiliates' right to terminate the Participant's employment without prior notice at any time for any reason or for no reason.

16. **Voluntary Participation.** Participation in the Plan is voluntary. The value of the Award is an extraordinary item of compensation outside the scope of the Participant's employment contract, if any. As such, the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.

17. **Recoupment.** In addition to the cancellation provisions of Sections 5 and 9, RSUs granted pursuant to this Agreement shall be subject to the terms of the recoupment (clawback) policy adopted by the Company as in effect from time to time, as well as any recoupment/forfeiture provisions required by law and applicable to the Company or its subsidiaries; *provided, however,* unless prohibited by applicable law, the Company's recoupment (clawback) policy shall have no application to the Award following a Change in Control.

IN WITNESS WHEREOF, this Agreement has been executed by an appropriate officer of Comerica Incorporated and accepted by the Participant, both as of the day and year first above written.

COMERICA INCORPORATED

By: _____
Name: _____
Title: _____

COMERICA INCORPORATED
RESTRICTED STOCK UNIT AWARD AGREEMENT

THIS AGREEMENT (this "Agreement") between Comerica Incorporated (the "Company") and XXXXXX (the "Participant") is effective as of XXXXXX (the "Effective Date"), and vesting will commence as of the last day of the month and year of the Effective Date (the "Commencement Date"). Any undefined terms appearing herein as defined terms shall have the same meaning as they do in the Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as further amended and/or restated from time to time, or any successor plan thereto (the "Plan"). The Company shall provide a copy of the Plan to the Participant upon request.

WITNESSETH:

1. **Award of Restricted Stock Units.** Pursuant to the provisions of the Plan, the Company hereby awards the Participant, subject to the terms and conditions of the Plan (incorporated herein by reference), and subject further to the terms and conditions in this Agreement, XXXXXX restricted stock units ("RSUs") (the "Award"). Each RSU shall represent an unfunded, unsecured right for the Participant to receive one (1) Share, as described in this Agreement.
2. **Ownership Rights.** The Participant shall have no voting or other ownership rights in the Company arising from the Award of RSUs under this Agreement prior to the delivery of Shares upon the vesting and settlement of RSUs underlying the Award.
3. **Dividend Equivalents.** If cash dividends are declared by the Board on the Common Stock on or after the Effective Date and prior to the Settlement Date (as defined below), cash dividend equivalents (the "Dividend Equivalents") shall accrue on the Shares underlying RSUs, whether such RSUs are vested or unvested, which Dividend Equivalents shall be subject to vesting and forfeiture on the same terms and conditions as the underlying RSUs. Such Dividend Equivalents shall be in an amount of cash per RSU equal to the cash dividend paid with respect to each outstanding Share and shall be credited on the declaration date applicable to Shares. The Dividend Equivalents accrued prior to each Settlement Date shall be paid to the Participant with respect to all vested RSUs as soon as administratively feasible (and in no event more than forty-five (45) days) following each Settlement Date. The Dividend Equivalents accrued on Shares underlying RSUs that do not vest and are forfeited shall be forfeited for no consideration on the date such RSU is forfeited.
4. **Vesting and Settlement of Award.**
 - a. **General.** Except as otherwise provided in the Plan and this Agreement, the Award shall vest and become free of restrictions in accordance with the following schedule: 50% of the RSUs covered by the Award shall vest and become free of restrictions on the second anniversary of the Commencement Date and 25% of the RSUs covered by the Award shall vest and become free of restrictions on each of the third and fourth anniversaries of the Commencement Date (or, if any such date is not a business day, the business day immediately preceding such date) XXXXXX (each, a "Vesting Date"), subject to the Participant's continued employment by the Company or one of its Affiliates through the applicable Vesting Date. Any RSU representing a fraction of a Share that would otherwise vest on any date shall be rounded down to the next lowest whole number, with any such fraction added to the portion of the Award that vests and becomes free of restrictions on the next Vesting Date.

Except as otherwise provided in this Agreement, the vested portion of the Award shall be settled in Common Stock as soon as reasonably practicable (and in no event more than forty-five (45) days) following the applicable Vesting Date (each date of settlement, a "Settlement Date"). On each Settlement Date, the Company shall issue to the Participant (or, in the case of the Participant's death, to the Participant's designated beneficiary pursuant to Section 13(f) of the Plan, as applicable or, in the case of the Participant's Disability, to the Participant's guardian or legal representative, if applicable and if permissible under applicable law) a number of whole Shares equal to the number of RSUs that are vested but unsettled as of immediately prior to the applicable Settlement Date (the "Settlement Shares"). Upon the issuance of the Settlement Shares in settlement of the vested RSUs, such portion of the Award shall be settled in full and the Participant (or his or her designated beneficiary pursuant to Section 13(f) of the Plan, in the case of death) shall have no further rights with respect to such portion of the Award, other than with respect to the payment of the Dividend Equivalents accrued with respect to such vested RSUs.
 - b. **Disability or Death Prior to a Change in Control.** In the event of (i) the Participant's Termination of Service due to Disability or death or (ii) death following Retirement, in each case, prior to both the final Vesting Date and a Change in Control, any RSUs covered by the Award that are unvested shall immediately and fully vest effective as of the date of the Participant's Termination of Service due to Disability or the date of the

Participant's death, as applicable. The Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death or date of Termination of Service due to Disability; *provided, however,* that, notwithstanding the foregoing, if the Award constitutes non-qualified deferred compensation subject to Section 409A

of the Code, in the event of the Participant's Termination of Service due to Disability, the Settlement Date shall be the originally scheduled Vesting Date with respect to the applicable portion of the Award or, if the Applicable Exchange is not open for trading on such date, the first trading day thereafter (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).

- c. *Retirement Prior to a Change in Control.* In the event of the Participant's Termination of Service due to Retirement prior to both the final Vesting Date and a Change in Control, then, except as provided in Section 4(b), the Award shall continue to vest and settle in accordance with Section 4(a), *provided* that the continued employment requirement shall cease to apply.
- d. *Position Elimination Prior to a Change in Control.* In the event of the Participant's Termination of Service due to position elimination, as defined in the Company's sole discretion, prior to both the final Vesting Date and a Change in Control, any RSUs covered by the Award that are unvested shall be pro-rated for the time the Participant was an employee during the vesting period (i.e., Commencement Date through Termination of Service date), and such pro-rata RSUs shall vest effective as of the date of the Participant's Termination of Service due to position elimination (or, if such date is not a business day, the business day immediately preceding such date). The Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's date of Termination of Service due to position elimination); *provided, however,* that, notwithstanding the foregoing, if the Award constitutes non-qualified deferred compensation subject to Section 409A of the Code, in the event of the Participant's Termination of Service due to position elimination, the Settlement Date shall be the originally scheduled Vesting Date with respect to the applicable portion of the Award or, if the Applicable Exchange is not open for trading on such date, the first trading day thereafter (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).

e. *Change in Control.*

- i. *General.* A Change in Control shall have the effect provided in Section 10 of the Plan.
- ii. *Replacement Award Granted.* If a Replacement Award is provided pursuant to Section 10(c) of the Plan:
 - 1. *Without Cause or for Good Reason.* In the event of a Termination of Service of the Participant by the Company other than for Cause or by the Participant for Good Reason, in each case, both prior to the final Vesting Date and within twenty-four (24) months following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service. For purposes of the RSUs that are vested but not settled as of the Termination of Service, the Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Termination of Service; *provided, however,* that, notwithstanding the foregoing, if the Award constitutes non-qualified deferred compensation subject to Section 409A of the Code and such Change in Control is not a Section 409A CIC, the Settlement Date shall be the originally scheduled Vesting Date with respect to the applicable portion of the Award or, if the Applicable Exchange is not open for trading on such date, the first trading day thereafter (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).
 - 2. *Disability.* In the event of a Termination of Service of the Participant due to Disability both prior to the final Vesting Date and following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service. For purposes of the RSUs that are vested but not settled as of the Termination of Service, the Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Termination of Service; *provided, however,* that, notwithstanding the foregoing, if the Award constitutes non-qualified deferred compensation subject to Section 409A of the Code and (A) if such Change in Control is not a Section 409A CIC or (B) such Termination of Service occurs more than twenty-four (24) months following such Change in Control, the Settlement Date shall be the originally scheduled Vesting Date with respect to the applicable portion of the Award or, if the Applicable Exchange is not open for trading on such date, the first trading day thereafter (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).

Applicable Exchange is not open for trading on such date, the first trading day thereafter (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).

- 3. *Retirement.* In the event of a Termination of Service of the Participant due to Retirement both prior to the final Vesting Date and following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's Termination of Service. For purposes of the RSUs that are vested but not settled as of the Termination of Service, the Settlement Date shall occur (A) if such Change in Control is a Section 409A CIC and Participant's Termination of Service occurs within twenty-four (24) months following such Change in Control, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Termination of Service or (B) if such Change in Control is not a Section 409A CIC or such Termination of Service occurs more than twenty-four (24) months following such Change in Control, the Settlement Date shall be the originally scheduled Vesting Date with respect to the applicable portion of the Award or, if the Applicable Exchange is not open for trading on such date, the first trading day thereafter (or, if earlier, as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death). For the avoidance of doubt, if the Participant's Termination of Service due to Retirement occurred prior to the Change in Control, the Settlement Date shall be the originally scheduled Vesting Date with respect to the applicable portion of the Award or, if the Applicable Exchange is not open for trading on such date, the first trading day thereafter (or, if earlier, as soon

as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death).

4. *Death.* In the event of the Participant's death both prior to the final Vesting Date and following a Change in Control, the Award shall immediately and fully vest effective as of the date of the Participant's death. For purposes of the RSUs that are vested but not settled as of the Termination of Service, the Settlement Date shall occur as soon as reasonably practicable (and in no event more than forty-five (45) days) following the Participant's death.

iii. *No Replacement Award Granted.* If a Replacement Award is not provided pursuant to Section 10(c) of the Plan, the Award shall fully vest as of the Change in Control in accordance with Section 10(b) of the Plan and the Settlement Date shall occur on the originally scheduled Vesting Date with respect to the applicable portion of the Award or, if the Applicable Exchange is not open for trading on such date, the first trading day thereafter (or upon any earlier date or event following the Change in Control permitted by Section 409A of the Code). Nothing herein shall preclude the Company from settling the Award upon a Section 409A CIC, if it is not replaced by a Replacement Award, to the extent such settlement is effectuated in accordance with Treas. Reg. § 1.409A-3(j) (4)(ix)(B).

e. *f. All Other Terminations.* Except as provided in this Section 4, if the Participant's Termination of Service occurs prior to the Vesting Date, the Award shall be forfeited for no consideration effective immediately as of the date of Termination of Service, unless the Committee determines otherwise.

5. Special Vesting and Forfeiture Terms.

a. *Forfeiture Resulting from Acts Occurring During the Grant Year.* Notwithstanding any other provision of this Agreement, if it shall be determined at any time subsequent to the Effective Date and prior to each respective Settlement Date (or, in the case of a termination due to death or Disability, the date of Termination of Service) that the Participant has, during the calendar year in which the Effective Date occurs (the "Grant Year"), (i) failed to comply with Company policies and procedures, including the Code of Business Conduct and Ethics or the Senior Financial Officer Code of Ethics (if applicable), (ii) violated any law or regulation, (iii) engaged in negligent or willful misconduct, (iv) engaged in activity resulting in a significant or material Sarbanes-Oxley control deficiency, or (v) demonstrated poor risk management or lack of judgment in discharge of Company duties, and such failure, violation, misconduct, activity or behavior (1) demonstrates an inadequate sensitivity to the inherent risks of Participant's business line or functional area, and (2) results in, or is reasonably likely to result in, a material adverse impact (whether financial or reputational) on the Company or Participant's business line or functional area, all or part of the Award granted under this Agreement that has not yet become vested at the time of such determination may be cancelled and forfeited. "Inadequate sensitivity" to risk is demonstrated by imprudent activities that subject the Company to risk outcomes in future periods, including risks that may not be apparent at the time the activities are undertaken.

b. *Forfeiture of Award for Acts Occurring in Years Other Than the Grant Year.* Notwithstanding any other provisions of this Agreement, if the Participant receives one or more equity awards in any calendar years other than the Grant Year (an "Other Grant Year") pursuant to an Award Agreement that contains a clause substantially similar to Section 5(a) above, and it shall be determined that Participant, as a result of risk-related behavior, should be subject to the forfeiture of all or part of any such award granted in such Other Grant Year in accordance with the terms of such clause, then the unvested portion of the Award granted under this Agreement shall be subject to forfeiture to the extent necessary to equal the Unsatisfied Forfeiture Value (as defined below). The term "Unsatisfied Forfeiture Value" shall mean the value (as determined by the Committee in its absolute discretion) of any portion of the Award determined by the Committee to be subject to forfeiture with respect to the Other Grant Year (without regard to whether or not some portion thereof has already vested) that has in fact vested prior to such determination by the Committee. All or a portion of the RSUs granted under this Agreement that have not yet become vested shall be subject to forfeiture in order to satisfy as much as possible of the Unsatisfied Forfeiture Value, and the valuation of the Award for such purpose shall be determined in the absolute discretion of the Committee.

6. *Withholding.* The Participant authorizes the Company to withhold from his or her compensation, including RSUs subject to the Award and the Settlement Shares issuable hereunder, to satisfy any income and employment tax withholding obligations in connection with the Award. No later than the date as of which an amount first becomes includible in the gross income of the Participant for Federal income tax purposes with respect to any Settlement Shares subject to the Award, the Participant shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, all Federal, state and local income and employment taxes that are required by applicable laws and regulations to be withheld with respect to such amount. The Participant agrees that the Company may delay delivery of the Settlement Shares until proper payment of such taxes has been made by the Participant. If required pursuant to the Company's policy as applied to the Participant or elected by the Participant, to the extent permitted by law, tax withholding obligations in respect of the Award shall be satisfied by authorizing the Company to withhold (provided the amount withheld does not exceed the maximum statutory tax rate in the Participant's applicable tax jurisdiction or such lesser amount as is necessary to avoid adverse accounting treatment for the Company) from the Settlement Shares otherwise issuable to the individual pursuant to the settlement of the Award, a number of Shares having a Fair Market Value, as of the date the obligation to withhold such taxes arises, which will satisfy the amount of the withholding tax obligation. Further, unless determined otherwise by the Committee, the Participant may satisfy such obligations under this Section 6 by any other method authorized under Section 13(d) of the Plan.

7. Section 409A of the Code.

a. To the extent that the Award is construed to be nonqualified deferred compensation subject to Section 409A of the Code, the Company shall use its reasonable efforts to operate, administer, construe and interpret this Agreement in a manner that minimizes adverse tax consequences to the Participant and is consistent with the requirements of Section 409A of the Code. Any payments that qualify for the "short-term deferral" exception or another exception under Section 409A of the

Code shall be paid under the applicable exception. Each payment of compensation under this Agreement shall be treated as a separate payment of compensation. In no event may the Participant, directly or indirectly, designate the calendar year of any payment or distribution under this Agreement. Notwithstanding any other provision of the Plan or this Agreement to the contrary, if the Participant is a "specified employee" within the meaning of Section 409A of the Code (as determined in accordance with the methodology established by the Company), amounts that constitute "nonqualified deferred compensation" subject to Section 409A of the Code that would otherwise be payable by reason of the Participant's Termination of Service during the six (6)-month period immediately following such Termination of Service shall instead be paid or provided on the first business day following the date that is six (6) months following the Participant's Termination of Service. If the Participant dies following the Termination of Service and prior to the payment of any amounts delayed on account of Section 409A of the Code, such amounts shall be paid to the designated beneficiary of the Participant pursuant to Section 13(f) of the Plan within forty-five (45) days following the date of the Participant's death.

- b. This Agreement shall be subject to amendment, with or without advance notice to the Participant, and on a prospective or retroactive basis, including, but not limited to, amendment in a manner that adversely affects the rights of the Participant, to the extent necessary to effect compliance with Section 409A of the Code. Notwithstanding anything contained in this Agreement or the Plan, the Company shall have no liability whatsoever for or in respect of any decision to take action to attempt to comply with Section 409A of the Code, any omission to take such action or for the failure of any such action taken by the Company to so comply.

8. Cancellation of Award. The Committee has the right to cancel for no consideration all or any portion of the Award in accordance with Section 2(d) of the Plan if the Committee determines in good faith that the Participant has done any of the following: (i) been convicted of, or plead guilty or *nolo contendere* to, a charge of commission of a felony under federal law or the law of the state in which such action occurred; (ii) committed fraud; (iii) embezzled; (iv) disclosed confidential information or trade secrets; (v) was terminated for Cause; (vi) engaged in any activity in competition with the business of the Company or any Subsidiary or Affiliate of the Company; or (vii) engaged in conduct that adversely affected the Company.

The Delegate shall have the power and authority to suspend the vesting of or the right to receive the Settlement Shares in respect of all or any portion of the Award if the Delegate makes in good faith the determination described in the preceding sentence. Any such suspension of an Award shall remain in effect until the suspension shall be presented to and acted on by the Committee at its next meeting. This Section 8 shall have no application following a Change in Control.

9. Compliance with Laws and Regulations. The Award and the obligation of the Company to deliver the Settlement Shares subject to the Award are subject to compliance with all applicable laws, rules and regulations, to receipt of any approvals by any government or regulatory agency as may be required, and to any determinations the Company may make regarding the application of all such laws, rules and regulations.
10. Binding Nature of Plan. The Award is subject to the Plan. The Participant agrees to be bound by all terms and provisions of the Plan and related administrative rules and procedures, including, without limitation, terms and provisions and administrative rules and procedures adopted and/or modified after the granting of the Award. If any provisions hereof are inconsistent with those of the Plan, the provisions of the Plan shall control, except to the extent expressly modified herein pursuant to authority granted under the Plan.

11. Notices. Any notice to the Company under this Agreement shall be in writing to the following address or facsimile number: Human Resources - Total Rewards, Comerica Incorporated, 1717 Main Street, MC 6515, Dallas, TX 75201; Facsimile Number: 214-462-4430. The Company shall address any notice to the Participant to his or her current address according to the Company's personnel files. All written notices provided in accordance with this Section 11 shall be deemed to be given when (a) delivered to the appropriate address(es) by hand or by a nationally recognized overnight courier service (costs prepaid); (b) sent by facsimile to the appropriate facsimile number, with confirmation by telephone of transmission receipt; or (c) received by the addressee, if sent by U.S. mail to the appropriate address or by Company inter-office mail to the appropriate mail code. Either party may designate in writing some other address or facsimile number for notice under this Agreement.

12. Force and Effect. The various provisions of this Agreement are severable in their entirety. Any judicial or legal determination of invalidity or unenforceability of any one provision shall have no effect on the continuing force and effect of the remaining provisions.

13. Successors. This Agreement shall be binding upon and inure to the benefit of the successors of the respective parties.

14. No Right to Continued Employment. Nothing in the Plan or this Agreement shall confer on the Participant any right to continue in the employment of the Company or its Affiliates for any given period or on any specified terms nor in any way affect the Company's or its Affiliates' right to terminate the Participant's employment without prior notice at any time for any reason or for no reason.

15. Voluntary Participation. Participation in the Plan is voluntary. The value of the Award is an extraordinary item of compensation outside the scope of the Participant's employment contract, if any. As such, the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.

16. Recoupment. In addition to the cancellation provisions of Sections 5 and 8, RSUs granted pursuant to this Agreement shall be subject to the terms of the recoupment (clawback) policy adopted by the Company as in effect from time to time, as well as any recoupment/forfeiture provisions required by law and applicable to the Company or its subsidiaries; provided, however, unless prohibited by applicable law, the Company's recoupment (clawback) policy shall have no application to the Award following a Change in Control.

IN WITNESS WHEREOF, this Agreement has been executed by an appropriate officer of Comerica Incorporated and accepted by the Participant, both as of the day and year first above written.

COMERICA INCORPORATED

By: _____

Name:

Title:

Exhibit 10.20D

**COMERICA INCORPORATED
RESTRICTED STOCK UNIT AWARD AGREEMENT**

THIS AGREEMENT (this "Agreement") between Comerica Incorporated (the "Company") and XXXXX (the "Participant") is effective as of XXXXX (the "Effective Date"), and vesting will commence as of the last day of the month and year of the Effective Date (the "Commencement Date"). Any undefined terms appearing herein as defined terms shall have the same meaning as they do in the Comerica Incorporated Amended and Restated 2018 Long-Term Incentive Plan, as further amended and/or restated from time to time, or any successor plan thereto (the "Plan"). The Company shall provide a copy of the Plan to the Participant upon request.

WITNESSETH:

1. **Award of Restricted Stock Units.** Pursuant to the provisions of the Plan, the Company hereby awards the Participant, subject to the terms and conditions of the Plan (incorporated herein by reference), and subject further to the terms and conditions in this Agreement, XXXXX restricted stock units ("RSUs") (the "Award"). Each RSU shall represent an unfunded, unsecured right for the Participant to receive one (1) Share, as described in this Agreement.
2. **Ownership Rights.** The Participant shall have no voting or other ownership rights in the Company arising from the Award of RSUs under this Agreement prior to the delivery of Shares upon the vesting and settlement of RSUs underlying the Award.
3. **Dividend Equivalents.** If cash dividends are declared by the Board on the Common Stock on or after the Effective Date and prior to the Settlement Date (as defined below), cash dividend equivalents (the "Dividend Equivalents") shall accrue on the Shares underlying RSUs, whether such RSUs are vested or unvested, which Dividend Equivalents shall be subject to vesting and forfeiture on the same terms and conditions as the underlying RSUs. Such Dividend Equivalents shall be in an amount of cash per RSU equal to the cash dividend paid with respect to each outstanding Share and shall be credited on the declaration date applicable to Shares. The Dividend Equivalents accrued prior to each Settlement Date shall be paid to the Participant with respect to all vested RSUs as soon as administratively feasible (and in no event more than forty-five (45) days) following each Settlement Date. The Dividend Equivalents accrued on Shares underlying RSUs that do not vest and are forfeited shall be forfeited for no consideration on the date such RSU is forfeited.
4. **Vesting of Award.**
 - a. **General.** Except as otherwise provided in the Plan and this Agreement, the Award shall vest and become free of restrictions in accordance with the following schedule: XXXXX (each, a "Vesting Date"), subject to the Participant's continued employment by the Company or one of its Affiliates through the applicable Vesting Date. Any RSU representing a fraction of a Share that would otherwise vest on any date shall be rounded down to the next lowest whole number, with any such fraction added to the portion of the Award that vests and becomes free of restrictions on the next Vesting Date.
 - b. **Death or Disability.** In the event of the Participant's Termination of Service due to death or Disability, prior to the final Vesting Date, any RSUs covered by the Award that are unvested shall immediately and fully vest effective as of the date of the Participant's Termination of Service.
 - c. **Change in Control.** To the extent a Replacement Award is provided pursuant to Section 10(c) of the Plan, upon a Termination of Service of the Participant by the Company other than for Cause or by the Participant for Good Reason (as defined below), in each case, prior to the final Vesting Date and within twenty-four (24) months following a Change in Control, any RSUs covered by the Award that are unvested shall immediately and fully vest effective as of the date of the Participant's Termination of Service. If a Replacement Award is not provided in respect of the Award, the vesting provisions set forth in Section 10(b) of the Plan shall apply.

Notwithstanding any provision of the Plan or any other agreement to the contrary, for purposes of this Agreement, the term "Good Reason" means the occurrence of any of the following without the Participant's consent: (i) a material reduction in the Participant's annual base salary or target short-term incentive compensation opportunity, in each case, from that in effect immediately prior to the Change in Control; or (ii) a mandatory relocation of the Participant's principal location of employment to a location that is more than fifty (50) miles from his or her principal employment location immediately prior to the Change in Control and increases the distance between the Participant's home and principal employment location. In order to invoke a termination for Good Reason, the Participant shall provide written notice to the Company of the existence of one or more of the conditions described in clauses (i) or (ii) within ninety (90) days following the Participant's knowledge of the initial existence of such condition or conditions, and the Company shall have

thirty (30) days following receipt of such written notice (the "Cure Period") during which it may cure the condition, if curable. If the Company fails to cure the condition constituting Good Reason during the Cure Period, the Participant must terminate employment, if at all, within one (1) year following the end of the Cure Period in order for such termination to constitute a termination for Good Reason. The Participant's mental or physical incapacity following the occurrence of an event described above in clauses (i) or (ii) shall not affect the Participant's ability to terminate employment for Good Reason.

- d. *Position Elimination Prior to a Change in Control.* In the event of the Participant's Termination of Service due to position elimination, as defined in the Company's sole discretion, prior to both the final Vesting Date and a Change in Control, any RSUs covered by the Award that are unvested shall be pro-rated for the time the Participant was an employee during the vesting period (i.e., Commencement Date through Termination of Service date), and such pro-rata RSUs shall vest effective as of the date of the Participant's Termination of Service due to position elimination (or, if such date is not a business day, the business day immediately preceding such date).
- e. *All Other Terminations.* Except as provided in this Section 4, if the Participant's Termination of Service occurs prior to the final Vesting Date, any RSUs covered by the Award that are unvested shall be forfeited for no consideration effective immediately as of the date of Termination of Service, unless the Committee determines otherwise.

5. Special Vesting and Forfeiture Terms.

- a. *Forfeiture Resulting from Acts Occurring During the Grant Year.* Notwithstanding any other provision of this Agreement, if it shall be determined at any time subsequent to the Effective Date and prior to each respective Settlement Date (or, in the case of a termination due to death or Disability, the date of Termination of Service) that the Participant has, during the calendar year in which the Effective Date occurs (the "Grant Year"), (i) failed to comply with Company policies and procedures, including the Code of Business Conduct and Ethics or the Senior Financial Officer Code of Ethics (if applicable), (ii) violated any law or regulation, (iii) engaged in negligent or willful misconduct, (iv) engaged in activity resulting in a significant or material Sarbanes-Oxley control deficiency, or (v) demonstrated poor risk management or lack of judgment in discharge of Company duties, and such failure, violation, misconduct, activity or behavior (1) demonstrates an inadequate sensitivity to the inherent risks of Participant's business line or functional area, and (2) results in, or is reasonably likely to result in, a material adverse impact (whether financial or reputational) on the Company or Participant's business line or functional area, all or part of the Award granted under this Agreement that has not yet become vested at the time of such determination may be cancelled and forfeited. "Inadequate sensitivity" to risk is demonstrated by imprudent activities that subject the Company to risk outcomes in future periods, including risks that may not be apparent at the time the activities are undertaken.
- b. *Forfeiture of Award for Acts Occurring in Years Other Than the Grant Year.* Notwithstanding any other provisions of this Agreement, if the Participant receives one or more equity awards in any calendar years other than the Grant Year (an "Other Grant Year") pursuant to an Award Agreement that contains a clause substantially similar to Section 5(a) above, and it shall be determined that Participant, as a result of risk-related behavior, should be subject to the forfeiture of all or part of any such award granted in such Other Grant Year in accordance with the terms of such clause, then the unvested portion of the Award granted under this Agreement shall be subject to forfeiture to the extent necessary to equal the Unsatisfied Forfeiture Value (as defined below). The term "Unsatisfied Forfeiture Value" shall mean the value (as determined by the Committee in its absolute discretion) of any portion of the Award determined by the Committee to be subject to forfeiture with respect to the Other Grant Year (without regard to whether or not some portion thereof has already vested) that has in fact vested prior to such determination by the Committee. All or a portion of the RSUs granted under this Agreement that have not yet become vested shall be subject to forfeiture in order to satisfy as much as possible of the Unsatisfied Forfeiture Value, and the valuation of the Award for such purpose shall be determined in the absolute discretion of the Committee.

6. Settlement. Once vested, the Award shall be settled as follows:

- a. *In General.* Subject to the terms of the Plan and this Agreement, the vested portion of the Award shall be settled in Common Stock as soon as reasonably practicable (and in no event more than forty-five (45) days) following each date on which the Award vests (each date of settlement, a "Settlement Date"). On each Settlement Date, the Company shall issue to the Participant (or, in the case of the Participant's death, to the Participant's designated beneficiary pursuant to Section 13(f) of the Plan, as applicable or, in the case of the Participant's Disability, to the Participant's guardian or legal representative, if applicable and if permissible under applicable law) a number of whole Shares equal to the number of RSUs that are vested but unsettled as

of immediately prior to the applicable Settlement Date (the "Settlement Shares"). Nothing herein shall preclude the Company from settling the RSUs upon a Section 409A CIC, if they are not replaced by a Replacement Award, to the extent such settlement is effectuated in accordance with Treas. Regs. § 1.409A-3(j)(4)(ix)(B).

- b. *Termination of Rights.* Upon the issuance of the Settlement Shares in settlement of the vested RSUs, such portion of the Award shall be settled in full and the Participant (or his or her designated beneficiary pursuant to Section 13(f) of the Plan, in the case of death) shall have no further rights with respect to such portion of the Award, other than with respect to the payment of the Dividend Equivalents accrued with respect to such vested RSUs.

7. **Withholding.** The Participant authorizes the Company to withhold from his or her compensation, including RSUs subject to the Award and the Settlement Shares issuable hereunder, to satisfy any income and employment tax withholding obligations in connection with the Award. No later than the date as of which an amount first becomes includable in the gross income of the Participant for Federal income tax purposes with respect to any Settlement Shares subject to the Award, the Participant shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, all Federal, state and local income and employment taxes that are required by applicable laws and regulations

to be withheld with respect to such amount. The Participant agrees that the Company may delay delivery of the Settlement Shares until proper payment of such taxes has been made by the Participant. If required pursuant to the Company's policy as applied to the Participant or elected by the Participant, to the extent permitted by law, tax withholding obligations in respect of the Award shall be satisfied by authorizing the Company to withhold (provided the amount withheld does not exceed the maximum statutory tax rate in the Participant's applicable tax jurisdiction or such lesser amount as is necessary to avoid adverse accounting treatment for the Company) from the Settlement Shares otherwise issuable to the individual pursuant to the settlement of the Award, a number of Shares having a Fair Market Value, as of the date the obligation to withhold such taxes arises, which will satisfy the amount of the withholding tax obligation. Further, unless determined otherwise by the Committee, the Participant may satisfy such obligations under this Section 6.7 by any other method authorized under Section 13(d) of the Plan.

7.8. Section 409A of the Code.

a. The Award is intended to qualify for the "short-term deferral" exception under Section 409A of the Code. To the extent that the Award is construed to be nonqualified deferred compensation subject to Section 409A of the Code, the Company shall use its reasonable efforts to operate, administer, construe and interpret this Agreement in a manner that minimizes adverse tax consequences to the Participant and is consistent with the requirements of Section 409A of the Code. Any payments that qualify for the "short-term deferral" exception or another exception under Section 409A of the Code shall be paid under the applicable exception. Each payment of compensation under this Agreement shall be treated as a separate payment of compensation. In no event may the Participant, directly or indirectly, designate the calendar year of any payment or distribution under this Agreement. Notwithstanding any other provision of the Plan or this Agreement to the contrary, if the Participant is a "specified employee" within the meaning of Section 409A of the Code (as determined in accordance with the methodology established by the Company), amounts that constitute "nonqualified deferred compensation" subject to Section 409A of the Code that would otherwise be payable by reason of the Participant's Termination of Service during the six (6)-month period immediately following such Termination of Service shall instead be paid or provided on the first business day following the date that is six (6) months following the Participant's Termination of Service. If the Participant dies following the Termination of Service and prior to the payment of any amounts delayed on account of Section 409A of the Code, such amounts shall be paid to the designated beneficiary of the Participant pursuant to Section 13(f) of the Plan within forty-five (45) days following the date of the Participant's death.

b. This Agreement shall be subject to amendment, with or without advance notice to the Participant, and on a prospective or retroactive basis, including, but not limited to, amendment in a manner that adversely affects the rights of the Participant, to the extent necessary to effect compliance with Section 409A of the Code. Notwithstanding anything contained in this Agreement or the Plan, the Company shall have no liability whatsoever for or in respect of any decision to take action to attempt to comply with Section 409A of the Code, any omission to take such action or for the failure of any such action taken by the Company to so comply.

8.9. Cancellation of Award. The Committee has the right to cancel for no consideration all or any portion of the Award in accordance with Section 2(d) of the Plan if the Committee determines in good faith that the Participant has done any of the following: (i) been convicted of, or plead guilty or *nolo contendere* to, a charge of commission of a felony under federal law or the law of the state in which such action occurred; (ii) committed fraud; (iii) embezzled; (iv) disclosed confidential information or trade secrets; (v) was terminated for Cause; (vi) engaged in any activity in competition

with the business of the Company or any Subsidiary or Affiliate of the Company; or (vii) engaged in conduct that adversely affected the Company.

The Delegate shall have the power and authority to suspend the vesting of or the right to receive the Settlement Shares in respect of all or any portion of the Award if the Delegate makes in good faith the determination described in the preceding sentence. Any such suspension of an Award shall remain in effect until the suspension shall be presented to and acted on by the Committee at its next meeting. This Section 8.9 shall have no application following a Change in Control.

9.10. Compliance with Laws and Regulations. The Award and the obligation of the Company to deliver the Settlement Shares subject to the Award are subject to compliance with all applicable laws, rules and regulations, to receipt of any approvals by any government or regulatory agency as may be required, and to any determinations the Company may make regarding the application of all such laws, rules and regulations.

10.11. Binding Nature of Plan. The Award is subject to the Plan. The Participant agrees to be bound by all terms and provisions of the Plan and related administrative rules and procedures, including, without limitation, terms and provisions and administrative rules and procedures adopted and/or modified after the granting of the Award. If any provisions hereof are inconsistent with those of the Plan, the provisions of the Plan shall control, except to the extent expressly modified herein pursuant to authority granted under the Plan.

11.12. Notices. Any notice to the Company under this Agreement shall be in writing to the following address or facsimile number: Human Resources ■ Total Rewards, Comerica Incorporated, 1717 Main Street, MC 6515, Dallas, TX 75201; Facsimile Number: 214-462-4430. The Company shall address any notice to the Participant to his or her current address according to the Company's personnel files. All written notices provided in accordance with this Section 11.12 shall be deemed to be given when (a) delivered to the appropriate address(es) by hand or by a nationally recognized overnight courier service (costs prepaid); (b) sent by facsimile to the appropriate facsimile number, with confirmation by telephone of transmission receipt; or (c) received by the addressee, if sent by U.S. mail to the appropriate address or by Company inter-office mail to the appropriate mail code. Either party may designate in writing some other address or facsimile number for notice under this Agreement.

12.13. Force and Effect. The various provisions of this Agreement are severable in their entirety. Any judicial or legal determination of invalidity or unenforceability of any one provision shall have no effect on the continuing force and effect of the remaining provisions.

13.14. Successors. This Agreement shall be binding upon and inure to the benefit of the successors of the respective parties.

14.15. No Right to Continued Employment. Nothing in the Plan or this Agreement shall confer on the Participant any right to continue in the employment of the Company or its Affiliates for any given period or on any specified terms nor in any way affect the Company's or its Affiliates' right to terminate the Participant's employment without prior notice at any time for any reason or for no reason.

15.16. Voluntary Participation. Participation in the Plan is voluntary. The value of the Award is an extraordinary item of compensation outside the scope of the Participant's employment contract, if any. As such, the Award is not part of normal or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.

16.17. Recoupment. In addition to the cancellation provisions of Sections 5 and 8,9, RSUs granted pursuant to this Agreement shall be subject to the terms of the recoupment (clawback) policy adopted by the Company as in effect from time to time, as well as any recoupment/forfeiture provisions required by law and applicable to the Company or its subsidiaries; *provided, however*, unless prohibited by applicable law, the Company's recoupment (clawback) policy shall have no application to the Award following a Change in Control.

IN WITNESS WHEREOF, this Agreement has been executed by an appropriate officer of Comerica Incorporated and accepted by the Participant, both as of the day and year first above written.

COMERICA INCORPORATED

By: _____

Title: _____

By: _____

Name: _____

Title: _____

Exhibit 10.15A 19.1

Schedule of Named Executive Officers* Party to Change of Control Employment Agreement (BE4 and Higher Version without gross-up or window period -

current) COMERICA INCORPORATED

(As of December 31, 2023) AMENDED AND RESTATED

Megan D. Crespi INSIDER TRADING POLICY

James J. Herzog

Jay K. Oberg _____

***Named Executive Officers**A. **General Overview**This Insider Trading Policy ("Policy") is designed to promote compliance with federal and state securities laws and to protect Comerica Incorporated and its subsidiaries (collectively, the "Corporation"), as well as representatives of the Corporation, from the very serious liabilities and penalties that can result from violations of these laws. We have all worked hard to establish our reputation for integrity and ethical conduct. We must continue to work hard to maintain that reputation, and this Policy is an important part of that effort. This Policy applies to all of the Corporation's directors, officers and employees, as well as to other representatives and agents, such as contractors or consultants, of the Corporation who possess material nonpublic information about the Corporation or its customers. Individuals subject to this Policy are also responsible for ensuring that members of their household comply. See "*Third Parties, Tipping and Family Members*" below.

The federal and state securities laws prohibit the trading of securities by persons who possess material nonpublic information, as well as the selective disclosure of such information to others who may trade based on that information. (The definition of material nonpublic information is discussed below.) "Trading" includes all purchases, sales, pledges and other transfers of any kind of any type of securities, including stocks, bonds, debentures, options, puts, calls and other securities, in the open market or otherwise (including transactions in the Corporation's benefit plans, as more fully discussed below).

1. *Penalties*. Individuals and the Corporation are both subject to potential liability when a director, officer, employee or other representative or agent of the Corporation violates the insider trading laws. Potential penalties for insider trading violations include: civil fines of up to three times the profit gained or loss avoided by the trading, criminal fines of up to \$5 million (no matter how small the profit), and jail sentences of up to 20 years. Moreover, the violation of this Policy will subject a director, officer, employee or other representative of the Corporation to disciplinary action, up to and including dismissal. When a director, officer, employee or other representative of the Corporation trades in securities while in possession of material nonpublic information, the Corporation may be liable for: civil fines of up to the greater of \$1 million or three times the profit gained or loss avoided, and criminal penalties up to \$25 million. Any of the above consequences, and even a Securities and Exchange Commission investigation that does not result in prosecution, can tarnish the Corporation's and an individual's reputation and irreparably damage a career.

B. General Restrictions

1. *Corporation's Securities*. You are prohibited from trading any securities of the Corporation, and, in certain circumstances, securities of certain third parties, when you are in possession of material nonpublic information. If you have knowledge of material information about the Corporation and such information is not generally known by the public, then you must refrain from trading the Corporation's securities (debt or equity, as applicable) until such information becomes public. If you have knowledge of material information about another company and such information is not generally known by the public, then you must refrain from trading that company's securities (debt or equity, as applicable) until such information becomes public as well. See "*Securities of Other Corporations*" below. If you are unsure whether the information you have is material or nonpublic, you should not trade any securities of the Corporation until you have spoken with the Corporation's Legal Department. It goes without saying that you may not make information public so that you can purchase or sell securities of the Corporation, and that nonpublic information may only be disclosed in registrant's most recent proxy statement, accordance with applicable policies and procedures of the Corporation by authorized persons executing their professional responsibilities on behalf of the Corporation.

2. *Corporation's Benefit Plans*. Trades made under the Corporation's benefit plans are also covered by this Policy. Accordingly, you are prohibited from making or changing your investment election with respect to the Corporation's stock fund, or withdrawing funds or Corporation shares from the Corporation's stock fund of the Preferred Savings (401(k)) Plan, while you are in possession of material nonpublic information or during any blackout period applicable to you. However, if subsequent to making or changing an investment election under the Preferred Savings (401(k)) Plan with respect to the Corporation's stock fund, you come into possession of material nonpublic information or a blackout period applicable to you goes into effect, you must continue to allow the Preferred Savings (401(k)) Plan to sell Corporation shares pursuant to that previously-made investment election.

Likewise, you may not elect to contribute to the Employee Stock Purchase Plan or change your investment amount or withdraw funds or Corporation shares from the Employee Stock Purchase Plan if you have knowledge of material

Exhibit 10.16A

Schedule nonpublic information or a blackout period applicable to you is in effect. However, if subsequent to making an election under the Employee Stock Purchase Plan, you come into possession of Named Executive Officers* Party material nonpublic information or a blackout period applicable to Change you goes into effect, you must continue to allow the purchases of Control Employment Agreement (BE4 and Higher Version without gross-up Corporation common shares (or the withdrawal of funds or window period - 2015 version)

(As of December 31, 2023)

Peter L. Sefzik Corporation shares) under that plan to occur pursuant to the previously-made election.

*Named Executive Officers as disclosedSimilar restrictions apply to investment elections under any of the Corporation's deferred compensation plans applicable to you. Deferral elections pertaining to any stock fund of the Corporation should only be made when you are not in registrant's most recent proxy statement.

Exhibit 10.17A

Schedule possession of Named Executive Officers* Party material nonpublic information and at a time when no blackout period applicable to Change of Control Employment Agreement (BE4 and Higher Version)

(As of December 31, 2023)

*Named You may receive or exercise a stock option evenwhile in possession of material nonpublic information about the Corporation or during a blackout period. However, you may not sell the shares acquired through the exercise of a stock option or engage in any other type of trading activity involving Corporation securities until you are no longer in possession of material nonpublic information about the Corporation or the blackout has been lifted, as applicable. This prohibition includes, without limitation, cashless exercises or the sale of any shares the proceeds from which will be used to pay applicable taxes in connection with the exercise of the option. In these circumstances, the exercise price and taxes may be paid by cash. Alternatively, subject to the prior approval of the Chief Legal Officer or the Senior Deputy General Counsel, or their designees (the "Designated Legal Officers"), and only if administratively practicable, you may, evenwhile in possession of material nonpublic information about the Corporation or during a blackout period applicable to you, pay the exercise price of a stock option (plus the applicable withholding taxes, if any) by netting shares with a fair market value equal to the exercise price (plus the applicable withholding tax, if any), meaning that the Corporation will keep enough of the shares underlying the option to cover the exercise price and applicable tax withholding.

If you are an employee who has shares of restricted stock that will vest while you are in possession of material nonpublic information or during a blackout period applicable to you, you may pay the applicable withholding taxes in cash. Alternatively, you may pay such withholding taxes by netting shares, meaning that the Corporation will keep enough of the vesting shares to cover the applicable tax withholding due at vesting. You may not sell any shares on the open market or to third parties, however.

If you are an employee who has restricted stock units that will vest while you are in possession of material nonpublic information or during a blackout period applicable to you, you may pay the applicable withholding taxes in cash or by netting restricted stock units, meaning that the Corporation will keep enough of the vesting restricted stock units to cover the applicable tax withholding due at vesting. You may not sell any vested shares on the open market or to third parties, however.

In addition, please note that if you are a director or if you are an officer with a pay grade of BE2 (or an equivalent broad band pay grade) or higher, or if you are otherwise advised by the Corporate Secretary or Assistant Corporate Secretary of the Corporation (collectively, "Senior Officers"), you have additional pre-clearance trading requirements discussed in Section D below.

3. Third Parties, Tipping and Family Members. When you are prohibited from trading securities of the Corporation because you possess material nonpublic information or because a blackout period applicable to you is in effect, you may not have any other person purchase or sell securities on your behalf. Any purchases or sales made by another person on your behalf will be attributed to you. For example, trades in Corporation shares held in street name in your account or for your benefit at a brokerage firm are prohibited if you otherwise are prohibited from purchasing or selling Corporation securities.

In addition, if you disclose material nonpublic information about the Corporation to another person and that person trades in the Corporation's securities, both you and the other person will be liable, whether or not you personally derive any benefit from another's actions. This practice, known as "tipping," also violates the securities laws and can result in the same civil and criminal penalties that apply to insider trading.

In addition to you, this Policy applies to members of your immediate family living in your household and/or whom you support (collectively, "Family Members"), and you are expected to be responsible for their compliance. You are also expected to be responsible for compliance with this Policy by any trust or estate in which you or a Family Member is a settler, beneficiary, trustee, executors or the like; any partnership in which you or a Family Member is a general partner; and any corporation in which you or a Family Member either singly or together own a controlling interest; and any trust, corporation, charitable organization, or other firm entity, or group where you or a Family Member has or shares with others the power to decide whether to buy or sell the Corporation's securities. Transactions that may be necessary or justifiable for independent reasons are no exception to the Policy.

4. Post-Employment Obligation. The prohibition on trading when you are aware of material nonpublic information about the Corporation continues to apply to transactions in the Corporation's securities even after you have terminated your term on the Board of Directors, your employment, or your service relationship. If you are in possession of material nonpublic information at the time of such termination, you may not trade in the Corporation's securities until that information has become public or no longer is material.

5. Securities of Other Corporations. The restrictions on trading while in possession of material nonpublic information are not limited to trading in the Corporation's securities. They also include trading in the securities of other companies, such as customers of the Corporation and those with which the Corporation may be negotiating major transactions, such as an acquisition, joint venture, investment or sale. Information that is not material to the Corporation may nevertheless be material to one of those other companies. Therefore, if you have knowledge of material nonpublic information about another public company, whether or not you obtained the information in the course of working for the Corporation, you may not trade in such other public company's securities, and doing so may result in the penalties discussed above.

C. Definition of Material Nonpublic Information

1. When Information is Material. It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered of significance to any investor in making an investment decision regarding the purchase or sale of a corporation's securities.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Non-exclusive examples of such information include:

- Financial condition or results;
- Projections or forecasts of future earnings or losses;
- Mergers, acquisitions, dispositions or joint ventures (and the existence of discussions of a potential transaction may, in retrospect, be judged material at an early stage);
- Impending bankruptcy or financial liquidity problems;
- Stock splits, distributions and changes in dividends;

- Gain or loss of a substantial customer or supplier;
- Significant pricing or marketing strategy changes;
- Significant litigation exposure due to actual or threatened litigation and significant regulatory or litigation developments;
- Significant cybersecurity risks and incidents, including vulnerabilities and breaches; and
- Major changes in senior management.

Either good news or bad news may be material.

The materiality of information is determined on a case-by-case basis and is dependent upon all the circumstances surrounding the information. All securities transactions will be viewed after the fact. As a result, before engaging in any transaction, you should carefully consider how regulators and others might view your transaction in hindsight. Caution is important, and you should not trade if you are unsure whether there is a problem. If you have any questions, you should contact the Corporation's Legal Department.

2. When Information is Public. If you are aware of material nonpublic information, you may not trade until the information has been disclosed broadly to the marketplace (such as by press release) and the investing public has had time to absorb the information fully. To avoid the appearance of impropriety, unless determined otherwise by the Corporation's Legal Department, you may not enter a trade until at least two full trading days (*i.e.*, days on which the New York Stock Exchange is open for trading) after material information is released. For example, if an announcement is made on a Monday before the open of the market, Wednesday at the open of the market generally would be the first time at which you could trade, and if an announcement is made on a Friday before the open of the market, Tuesday at the open of the market generally would be the first time at which you could trade.

D. Guidelines for Trading in the Corporation's Securities

1. Trading Windows and Regular Blackout Periods for Directors and Senior Officers. All directors and Senior Officers are prohibited from trading in any security of the Corporation except during four regular Trading Window (as defined below), other than through an outstanding trading plan meeting the requirements of Rule

10b5-1 of the Securities Exchange Act of 1934, as amended, as such rule was in effect at the time such trading plan was adopted (a "Trading Plan or Arrangement"). A Trading Window begins two business days after the public release of financial results for the previous quarter and continues for a period of 30 business days. For this purpose, a business day is a day in which the New York Stock Exchange is open for trading. All times other than Trading Windows are considered regular blackout periods for directors and Senior Officers. Directors and Senior Officers additionally are prohibited from engaging in any transaction in the Corporation's securities, even during a Trading Window, if they possess material nonpublic information concerning the Corporation. Such prohibition shall be in effect until the end of the second trading day following the date of public disclosure of such information.

In addition, the Corporation may find it necessary, from time to time, to subject additional individuals to the Trading Window restrictions. The Corporation will notify each of such individuals of the need to comply with such restrictions.

2. Mandatory Pre-Clearance by Directors and Senior Officers.

a. Trading of Corporation Securities by Directors and Senior Officers. Current law requires directors and officers of the Corporation subject to reporting obligations under Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder ("Executive Officers") to file a Form 4 before the end of the second business day following almost all transactions in Corporation securities. To help ensure compliance with this requirement and to verify that trading by such individuals, as well as other Senior Officers, is not inadvertently conducted during an applicable blackout period, all directors and Senior Officers of the Corporation must obtain verbal clearance from a Designated Legal Officer prior to each trade they make in securities of the Corporation (and before implementing a Trading Plan or Arrangement that has been approved by the Corporation's Legal Department). The pre-clearance request should be made at least one business day in advance of the transaction. The broker or other entity making the trade must advise the Corporation's Legal Department of the particulars of the trade on the same day as the trade.

b. Trading of Securities of Certain Financial Organizations by Directors and Executive Officers. All directors and Executive Officers of the Corporation must obtain verbal clearance from a Designated Legal Officer prior to each trade they make in securities of any depository institution headquartered in the states of Arizona, California, Florida, Georgia, Michigan, North Carolina, South Carolina or Texas. The pre-clearance request should be made at least one business day in advance of the transaction.

c. Additional Guidance. As needed, and upon notice to the directors and Executive Officers, the Corporation's Chief Legal Officer may interpret and set forth guidelines for pre-clearance, including adding additional states and/or types of organizations (*e.g.*, broker-dealers or securities, investment banking or insurance related firms) that are subject to pre-clearance restrictions. In addition, the Corporation may find it necessary, from time to time, to require compliance with the pre-clearance process from certain employees, consultants, and contractors other than and in addition to Executive Officers and directors. The Corporation will notify each such individual of the need to comply with the pre-clearance process.

3. Individual Responsibility. Every officer, director, and employee has the individual responsibility to comply with this Policy against insider trading, regardless of whether the Corporation has a mandatory blackout period or pre-clearance requirement for that individual. Compliance with the specific guidelines set forth in this Policy does not guarantee that a particular trade would not be illegal, and appropriate judgment should be exercised in connection with any trade in the Corporation's securities.

4. Special Blackout Periods. From time to time, the Corporation may initiate special blackout periods (which include, for example, pension fund blackout periods contemplated by Section 306 of the Sarbanes-Oxley Act of 2002). Special blackout periods require (i) directors, (ii) Executive Officers, and (iii) such other officers or employees as the Corporation determines in light of the circumstances ("Other Individuals"), to cease trading any security of the Corporation because there are material developments known to the Corporation

but not yet disclosed to the public. Directors, Executive Officers and Other Individuals of the Corporation who are subject to a special blackout period will receive verbal or written notification of such special blackout period.

5. Discretionary Blackout Periods. From time to time, the Corporation may also initiate discretionary blackout periods. Discretionary blackout periods require directors and Executive Officers to cease trading any security of the Corporation because the Corporation has determined that trading is inadvisable for any number of reasons, including, without limitation, because it would be impossible or impractical to timely comply with Section 16 filing requirements. Directors and Executive Officers may determine if a discretionary blackout is in registrant's most recent proxy statement effect by contacting a Designated Legal Officer.

6. Investment Advice and Trustee/Custodian Relationships. Other than during a Trading Window, officers and employees of the Corporation who are authorized by their positions to advise customers on trading decisions shall not so advise such customers with respect to any securities of the Corporation, nor may any officers or employees of the Corporation cause the Corporation, as trustee or custodian with discretionary investment authority, to make any trading decisions with respect to any securities of the Corporation. (This does not apply to broad-based index-type funds that may include an amount of securities of the Corporation that is proportionate to its weighting in the applicable index.)

7. 10b5-1 Trading Plans or Arrangements. In certain instances, the Corporation's directors, officers and employees may be permitted to effect transactions in securities of the Corporation during blackout periods or while in possession of material nonpublic information, if such transactions are made pursuant to Trading Plans or Arrangements that have been pre-authorized in the manner set forth below and that (i) permit automatic trading of the Corporation's stock through a third-party broker or (ii) permit trading of the Corporation's stock by an independent person (e.g., an investment advisor) who is not aware of material nonpublic information at the time of the trade. Generally, unless determined otherwise by the Corporation's Legal Department, Trading Plans or Arrangements entered into by directors, officers or employees are expected to have a minimum duration of 6 months and a maximum duration of 18 months.

a. Company Pre-Approval and Notification; Disclosure in SEC Reports.

The Corporation's Legal Department must review and approve any Trading Plan or Arrangement prior to its effectiveness, as well as any proposed modifications to a Trading Plan or Arrangement prior to the effectiveness of any such modification. Any director, officer or employee seeking to establish a Trading Plan or Arrangement should contact a Designated Legal Officer. The acceptance by the Corporation's Legal Department of a Trading Plan or Arrangement does not, however, mean that it automatically meets the requirements of Rule 10b5-1 or that persons adopting such Trading Plans or Arrangements will be insulated from insider trading liability; it is the responsibility of the individual to ensure compliance with insider trading laws and regulations, including Rule 10b5-1.

The Corporation is required to disclose on a quarterly basis in its annual reports on Form 10-K and quarterly reports on Form 10-Q whether any of its directors or Executive Officers have adopted, terminated or, in certain instances, modified, a Trading Plan or Arrangement during the applicable quarter, whether any such Trading Plan or Arrangement is intended to satisfy the affirmative defense of Rule 10b5-1 and the material terms of any such Trading Plan or Arrangement. In addition to the pre-approval requirement set forth above, Directors and Executive Officers of the Corporation are required to notify the Corporation's Legal Department promptly (but in no event later than the last day of the fiscal quarter in which the Trading Plan or Arrangement was adopted, modified or terminated) upon the adoption, modification or termination of a Trading Plan or Arrangement. Such notification must include the material terms of the Trading Plan or Arrangement, including the date on which the director or Executive Officer adopted, modified or terminated the Trading Plan or Arrangement, the duration of the Trading Plan or Arrangement and the aggregate number of securities to be purchased or sold pursuant to the Trading Plan or Arrangement. The Corporation is entitled to rely on this notification requirement in making required disclosures regarding the adoption, modification or termination of Trading Plans or Arrangements of the Corporation's directors and Executive Officers in its annual reports on Form 10-K and quarterly reports on Form 10-Q.

b. Rule 10b5-1 Requirements. Rule 10b5-1, as in effect on the date this Policy was last amended and restated, requires:

i. Adoption. At the time of adoption, the Corporation's director, officer or employee who is initiating the Trading Plan or Arrangement may not be aware of any material nonpublic information about the Corporation or its securities and must adopt the Trading Plan or Arrangement in good faith and not as part of a plan or scheme to evade the prohibitions of the Securities Exchange Act of 1934, as amended, Section 10(b) thereof and Rule 10b-5 thereunder, and the relevant director, officer or employee must personally certify, via the Trading Plan or Arrangement, as such.

ii. No Subsequent Influence. The Trading Plan or Arrangement must (1) specify the number or amount of securities to be purchased or sold and the price at which and the date on which the securities are to be purchased or sold, (2) include a written formula or algorithm, or computer program, for determining the number or amount of securities to be purchased or sold and the price at which and the date on which the securities are to be purchased or sold or (3) not permit the Corporation's director, officer or employee who is initiating the plan to exercise any subsequent influence over how, when or whether to effect purchases or sales and, in addition, any other person who, pursuant to the contract, instruction or plan did exercise such influence, must not have been aware of material nonpublic information when doing so.

iii. Single Trade Plans. The Trading Plan or Arrangement must meet the twelve-month limitation on single transaction plans set forth in Rule 10b5-1 (i.e., a director, officer or employee may only have one single transaction plan during any 12-month period), subject to certain exceptions (i.e., to permit sell-to-cover plans);

iv. One Plan at a Time. No one may adopt more than one Trading Plan or Arrangement at a time, except as specifically permitted by Rule 10b5-1; and

v. Cooling-Off Period. No purchases or sales pursuant to a Trading Plan or Arrangement established by a director or Executive Officer may occur until the expiration of a cooling-off period ending on the later of 90 days after the adoption or modification of the Trading Plan or Arrangement, and two business days following the disclosure of the Corporation's financial results on a Form 10-Q or Form 10-K for the completed fiscal quarter in which the Trading Plan or Arrangement was adopted or modified; *provided, however,* that in no event shall the required cooling-off period exceed 120 days. With respect to a Trading Plan or Arrangement established by persons other than directors or Executive Officers, no purchases or sales may occur until the expiration of a cooling off period that is 30 days after the adoption or modification of the Trading Plan or Arrangement. An amendment or change to a Trading Plan or Arrangement that is treated as a termination of such plan and adoption of a new plan under Rule 10b5-1 shall be treated similarly for purposes of these requirements (including with respect to cooling-off periods). Furthermore, Trading Plans or Arrangements cannot be entered into or amended during an applicable blackout period.

E. Short-Swing Transactions

Directors and Executive Officers of the Corporation must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Securities and Exchange Act of 1934, as amended. The practical effect of these provisions is that Executive Officers and directors who purchase and sell or sell and purchase the Corporation's securities in non-exempt transactions within a six-month period must disgorge all profits (including deemed profits) to the Corporation whether or not they had knowledge of any material nonpublic information.

In addition, because of the unique potential for abuse of material nonpublic information, it is the Corporation's policy that all employees, officers and directors not engage in short-term speculative transactions involving the Corporation's securities, such as short sales, puts and calls, caps and collars and covered call writing. These transactions give the appearance of impropriety and should be avoided without the specific prior authorization of the Corporation's Legal Department. Further, it is the Corporation's policy that directors, officers and employees may not purchase financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) or otherwise engage in transactions that are intended to hedge or offset any decrease in the market value of the Corporation's equity securities either granted to the employee, officer or director as part of their compensation or beneficially owned by such director, officer, employee or any of their Family Members.

Directors and Executive Officers are not permitted to place standing orders involving the Corporation's securities, such as "good till canceled" or "limit" orders, except in compliance with a written 10b5-1 Trading Plan or Arrangement approved by the Legal Department. Senior Officers not subject to Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, may place and have standing orders involving the Corporation's securities in effect only during Trading Windows or pursuant to a written 10b5-1 Trading Plan or Arrangement approved by the Legal Department. All 10b5-1 Trading Plans or Arrangements must be implemented as described in Section 4 of "Guidelines for the Corporation's Securities," above. If, subsequent to placing a standing order involving the Corporation's securities, an employee comes into possession of material nonpublic information or an applicable blackout period goes into effect, that employee (1) must continue to allow the order to stand until its previously scheduled termination date; (2) must, during that time, allow his or her broker to purchase or sell shares pursuant to the previously-made standing order; and (3) must not seek to influence his or her broker in any manner with respect to purchases or sales of the Corporation's securities.

You should also be aware that securities held in a margin account may be sold by the broker without your consent if you fail to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when you are aware of material nonpublic information or at another time when you are not permitted to trade in the Corporation's securities, you are prohibited from holding the Corporation's securities in a margin account or pledging the Corporation's securities as collateral for a loan.

F. Inquiries

The potential consequences of unlawful trading or tipping are severe. Therefore, you should immediately contact the Corporation's Legal Department in the event that you have any questions about this Policy or believe that someone may have improperly attempted to provide you with material nonpublic information or attempted to obtain material nonpublic information from you in connection with the Corporation's securities.

7

iv>

Exhibit 21

Subsidiaries of Registrant as of December 31, 2023 December 31, 2024

Name	State or Jurisdiction of Incorporation or Organization
B&G Tax Equity Partnership, LLC	Delaware
Briel Farm Solar, LLC	Virginia
Cass & Co.	Cayman Islands
Comerica Assurance Ltd.	Bermuda
Comerica Bank (d.b.a. Comerica - Technology & Life Sciences Co.; Sterling Bank, a division of Comerica Bank; Comerica Bank Inc.; Comerica Bank Incorporated; Comerica Bank (Inc.))	Texas
Comerica Bank & Trust, National Association	United States
Comerica Capital Advisors Incorporated	Delaware
Comerica Financial Incorporated (f/k/a/ Comerica AutoLease, Inc.)	Michigan
Comerica Holdings Incorporated	Delaware
Comerica Insurance Group, Inc. (d.b.a. The Comerica Insurance Group)	Michigan
Comerica Insurance Services, Inc. (d.b.a. Comerica Insurance Agency)	Michigan
Comerica Insurance Services of Texas Incorporated (f/k/a CMA Insurance Services, Inc.)	Texas
Comerica Investment Services, Inc. (d.b.a. Comerica Investment Services)	Michigan
Comerica Leasing Corporation (f/k/a CMCA Lease, Inc.)	Michigan
Comerica Management Company	Michigan
Comerica Properties Corporation	Michigan
Comerica Securities, Inc. (d.b.a. Comerica Securities)	Michigan
Comerica Ventures Incorporated (f/k/a Imperial Ventures, Inc.)	California
Gardy's Mill Solar, LLC	Virginia
Interstate Select Insurance Services, Inc. (d.b.a. Comerica of California Insurance Services)	California
Munder UK, L.L.C.	Delaware
SCFS Reverse Exchange, LLC (f/k/a NBF Reverse Exchange, LLC)	Delaware
Silver Funding Corp.	Delaware
USB RETC Fund 2020-23, LLC	Delaware
VRB Corp. (d.b.a. VRB Properties Corp.)	Michigan
VRB Comfort, LLC	Delaware
VRB Marketplace of Rochester Hills, LLC	Delaware
VRB Ocala Ranch, LLC	Delaware
VRB Red Oak, LLC	Delaware
WAM Holdings, Inc.	Delaware

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

Registration Statement No. 33-42485 on Form S-8
 Registration Statement No. 33-53220 on Form S-8
 Registration Statement No. 33-53222 on Form S-8
 Registration Statement No. 333-00839 on Form S-8
 Registration Statement No. 333-24569 on Form S-8
 Registration Statement No. 333-24567 on Form S-8
 Registration Statement No. 333-24565 on Form S-8
 Registration Statement No. 333-24555 on Form S-8
 Registration Statement No. 333-37061 on Form S-8
 Registration Statement No. 333-48118 on Form S-8
 Registration Statement No. 333-48120 on Form S-8
 Registration Statement No. 333-48122 on Form S-8
 Registration Statement No. 333-48124 on Form S-8
 Registration Statement No. 333-48126 on Form S-8
 Registration Statement No. 333-50966 on Form S-8

Registration Statement No. 333-104163 on Form S-8
Registration Statement No. 333-107962 on Form S-8
Registration Statement No. 333-110791 on Form S-8
Registration Statement No. 333-110792 on Form S-8
Registration Statement No. 333-117788 on Form S-8
Registration Statement No. 333-136053 on Form S-8
Registration Statement No. 333-167261 on Form S-8
Registration Statement No. 333-172211 on Form S-4
Registration Statement No. 333-175857 on Form S-8
Registration Statement No. 333-172211 on Form S-8 (Post-Effective Amendment No. 2 to Form S-4)
Registration Statement No. 333-185042 on Form S-3
Registration Statement No. 333-188274 on Form S-8
Registration Statement No. 333-204099 on Form S-8
Registration Statement No. 333-223083 on Form S-3
Registration Statement No. 333-224490 on Form S-8
Registration Statement No. 333-228250 on Form S-8
Registration Statement No. 333-228254 on Form S-8
Registration Statement No. 333-228259 on Form S-8
Registration Statement No. 333-253078 on Form S-3
Registration Statement No. 333-255615 on Form S-8
Registration Statement No. 333-255616 on Form S-8
Registration Statement No. 333-277000 on Form S-3
Registration Statement No. 333-278882 on Form S-8

of our reports dated **February 28, 2024** **February 24, 2025**, with respect to the consolidated financial statements of Comerica Incorporated and the effectiveness of internal control over financial reporting of Comerica Incorporated, included in this Annual Report (Form 10-K) of Comerica Incorporated for the year ended **December 31, 2023** **December 31, 2024**.

/s/ Ernst & Young LLP

February **28, 2024** **24, 2025**
Dallas, Texas

Exhibit 31.1

Chairman, President and CEO Rule 13a-14(a)/15d-14(a) Certification of Periodic Report (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

CERTIFICATION OF PERIODIC REPORT

PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Curtis C. Farmer, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended **December 31, 2023** **December 31, 2024** of Comerica Incorporated (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 28, 2024 24, 2025

/s/ Curtis C. Farmer

Curtis C. Farmer

Chairman, President and Chief Executive Officer

Exhibit 31.2

Senior Executive Vice President and CFO Rule 13a-14(a)/15d-14(a) Certification of Periodic Report (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

CERTIFICATION OF PERIODIC REPORT

PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, James J. Herzog, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2023 December 31, 2024 of Comerica Incorporated (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 28, 2024 24, 2025

/s/ James J. Herzog

James J. Herzog

Senior Executive Vice President and Chief Financial Officer

Section 1350 Certification of Periodic Report (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)**CERTIFICATION OF PERIODIC REPORT****PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Curtis C. Farmer, Chairman, President and Chief Executive Officer, and James J. Herzog, Senior Executive Vice President and Chief Financial Officer, of Comerica Incorporated (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Annual Report on Form 10-K of the Company for the year ended **December 31, 2023** **December 31, 2024** (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: **February 28, 2024** 24, 2025

/s/ Curtis C. Farmer

Curtis C. Farmer

Chairman, President and Chief Executive Officer

/s/ James J. Herzog

James J. Herzog

Senior Executive Vice President and Chief Financial Officer

COMERICA INCORPORATED
COMPENSATION RECOVERY POLICY

1. **Purpose.** This Policy sets forth the terms on which the Company may recover erroneously awarded compensation to its executive officers. This Policy is intended to comply with Section 10D of the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual.
2. **Definitions.** Unless the context otherwise requires, the following terms used in this Policy shall have the following meanings:
 - (a) **"Board"** means the Board of Directors of the Company.
 - (b) **"Committee"** means the Governance, Compensation and Nominating Committee of the Board.
 - (c) **"Company"** means Comerica Incorporated.
 - (d) **"Effective Date"** means October 2, 2023.
 - (e) **"Exchange"** means the New York Stock Exchange.
 - (f) **"Exchange Act"** means the Securities Exchange Act of 1934, as amended from time to time, and any successor thereto.
 - (g) **"erroneously awarded compensation"** has the meaning set forth in Section 3(c).
 - (h) **"executive officer"** means the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of the Company's parent(s) or subsidiaries are deemed executive officers of the Company if they perform such policy-making functions for the Company. In addition, (i) if the Company became a limited partnership, officers or employees of the general partner(s) of the Company who perform policy-making functions for the Company are deemed executive officers of the Company and (ii) if the Company became a trust, officers or employees of the trustee(s) of the Company who perform policy-making functions for the Company are deemed executive officers of the Company. Policy-making function is not intended to include policy-making functions that are not significant. An "executive officer" for purposes of this Policy includes at a minimum executive officers identified pursuant to Item 401(b) of SEC Regulation S-K.
 - (i) **"financial reporting measures"** means measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also financial reporting measures.

- (j) "**incentive-based compensation**" means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a financial reporting measure.
- (k) "**Policy**" means this Comerica Incorporated Compensation Recovery Policy, as in effect from time to time.
- (l) "**received**" has the following meaning: incentive-based compensation is deemed received in the Company's fiscal period during which the financial reporting measure specified in the incentive-based compensation award is attained, even if the payment or grant of the incentive-based compensation occurs after the end of that period.
- (m) "**SEC**" means the U.S. Securities and Exchange Commission.

3. Recovery of Erroneously Awarded Compensation. The Company shall recover reasonably promptly the amount of erroneously awarded compensation in the event that the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

- (a) **Scope of Policy.** This Policy shall apply to all incentive-based compensation received after the Effective Date by a person:
 - (i) After beginning service as an executive officer;
 - (ii) Who served as an executive officer at any time during the performance period for that incentive-based compensation;
 - (iii) While the Company has a class of securities listed on a national securities exchange or a national securities association; and
 - (iv) During the three completed fiscal years immediately preceding the date that the Company is required to prepare an accounting restatement as described in the first paragraph of this Section 3. In addition to these last three completed fiscal years, this Policy shall apply to any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years. However, a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months would be deemed a completed fiscal year. The Company's obligation to recover erroneously awarded compensation is not dependent on if or when the restated financial statements are filed.
- (b) **Date of Accounting Restatement.** The date that the Company is required to prepare an accounting restatement as described in the first paragraph of this Section 3 is the earlier to occur of:
 - (i) the date on which the Board, a committee thereof or the Company's officer(s) authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an accounting restatement as described in the first paragraph of this Section 3; and
 - (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an accounting restatement as described in the first paragraph of this Section 3.
- (c) **Amount Subject to Recovery.** The amount of incentive-based compensation subject to this Policy ("**erroneously awarded compensation**") is the amount of incentive-based compensation received that exceeds the amount of incentive-based compensation that otherwise would have been received had it been determined based on the restated amounts, and shall be computed without regard to any taxes paid. For incentive-based compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement: (i) the amount shall be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the incentive-based compensation was received; and (ii) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange.
- (d) **Impracticability of Recovery.** The Company shall recover erroneously awarded compensation in compliance with this Policy except to the extent that the conditions of clauses (i), (ii) or (iii) below are met, and the Committee (or in the absence thereof, a majority of the independent directors serving on the Board) has made a determination that recovery would be impracticable.
 - (i) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on expense of enforcement, the Company shall make a reasonable attempt to recover such erroneously awarded compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange.

- (ii) Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on violation of home country law, the Company shall obtain an opinion of home country counsel, acceptable to the Exchange, that recovery would result in such a violation, and shall provide such opinion to the Exchange.
- (iii) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

- (e) **Prohibition on Indemnification.** The Company shall not indemnify any current or former executive officer against the loss of erroneously awarded compensation.
- (f) **Method of Recovery.** The Committee shall determine, in its sole and exclusive discretion, the method or methods for recovering any erroneously awarded compensation, which methods need not be the same, or applied in the same manner, to each executive officer, provided that any such method shall provide for reasonably prompt recovery and otherwise comply with any requirements of the Exchange.

4. Disclosure. The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the Federal securities laws, including the disclosure required by the applicable rules of the SEC.

5. Administration.

- (a) **Effective Date.** This Policy shall take effect on the Effective Date and shall supplement the Company's Recoupment Policy (as in effect from time to time, the "Existing Policy").
- (b) **Authority of Committee.** This Policy shall be administered and interpreted by the Committee in accordance with Section 303A.14 of the NYSE Listed Company Manual, Section 10D of the Exchange Act and other applicable Federal securities laws and regulations. Except as limited by applicable law, and subject to the provisions of this Policy, the Committee shall have full power, authority and sole and exclusive discretion to construe, interpret and administer this Policy, and to delegate its authority pursuant to this Policy. In addition, the Committee shall have full and exclusive power to adopt such rules, regulations and guidelines for carrying out this Policy and to amend this Policy, in each case, as it may deem necessary or proper. Subject to Section 3(d), this Policy also may be administered by the Board, and references in this Policy to the "Committee" shall be understood to refer to the full Board.
- (c) **Decisions Binding.** In making any determination or in taking or not taking any action under this Policy, the Committee may obtain and rely on the advice of experts, including employees of, and professional advisors to, the Company. Any action taken by, or inaction of, the Committee or its delegates relating to or pursuant to this Policy shall be within the absolute discretion of the Committee or its delegates. Such action or inaction of the Committee or its delegates shall be conclusive and binding on the Company and any current or former executive officer affected by such action or inaction.
- (d) **Policy Not Exclusive.** Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery, recoupment, forfeiture or offset that may be available to the Company pursuant to the terms of any other applicable Company policy (including the Existing Policy), compensation or benefit plan, agreement or arrangement or other agreement or applicable law; provided, however, that there shall be no duplication of recovery of the same compensation.

* * * * *

DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2025, Refinitiv. All rights reserved. Patents Pending.