

REFINITIV

# DELTA REPORT

## 10-Q

CMA - COMERICA INC /NEW/

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	1763
CHANGES	505
DELETIONS	639
ADDITIONS	619

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2023** **March 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 or organization)

38-1998421

(I.R.S. Employer Identification No.)

Comerica Bank Tower  
1717 Main Street, MC 6404  
Dallas, Texas 75201  
(Address of principal executive offices)  
(Zip Code)

**(214) 462-6831 (833) 571-0486**

(Registrant's telephone number, including area code)

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

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

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

\$5 par value common stock:

Outstanding as of **October 26, 2023** **April 24, 2024**: **131,872,812** **132,587,251** shares

# COMERICA INCORPORATED AND SUBSIDIARIES

## TABLE OF CONTENTS

### PART I. FINANCIAL INFORMATION

#### ITEM 1. Financial Statements

Consolidated Balance Sheets at September 30, 2023 March 31, 2024 (unaudited) and December 31, 2022 December 31, 2023	1
Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2023 March 31, 2024 and 2022 2023 (unaudited)	2
Consolidated Statements of Changes in Shareholders' Equity for the Three and Nine Months Ended September 30, 2023 March 31, 2024 and 2022 2023 (unaudited)	3
Consolidated Statements of Cash Flows for the Nine Three Months Ended September 30, 2023 March 31, 2024 and 2022 2023 (unaudited)	4
Notes to Consolidated Financial Statements (unaudited)	5
ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	35 33
ITEM 3. Quantitative and Qualitative Disclosures about Market Risk	64 61
ITEM 4. Controls and Procedures	64 61

### PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings	64 61
ITEM 1A. Risk Factors	64 61
ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds	65 61
ITEM 5. Other Information	65
ITEM 6. Exhibits	66 62
Signature	67 63

#### Part I. FINANCIAL INFORMATION

##### Item 1. Financial Statements

##### CONSOLIDATED BALANCE SHEETS

Comerica Incorporated and Subsidiaries

(in millions, except share data)	(in millions, except share data)	September 30, 2023	December 31, 2022						
				(unaudited)					
(in millions, except share data)									
(in millions, except share data)							March 31, 2024		December 31, 2023
				(unaudited)					
ASSETS	ASSETS								
ASSETS									
ASSETS									
Cash and due from banks									
Cash and due from banks									
Cash and due from banks	Cash and due from banks	\$ 1,228	\$ 1,758	\$	689	\$	\$1,443		
Interest-bearing deposits with banks	Interest-bearing deposits with banks	6,884	4,524	Interest-bearing deposits with banks	4,446	8,059		8,059	
Other short-term investments	Other short-term investments	403	157	Other short-term investments	366	399		399	
Investment securities available-for-sale	Investment securities available-for-sale	16,323	19,012	Investment securities available-for-sale	16,246	16,869		16,869	

Commercial loans								
Commercial loans								
Commercial loans	Commercial loans	29,007	30,909		26,019	27,251		27,251
Real estate construction loans	Real estate construction loans	4,545	3,105	Real estate construction loans		4,558	5,083	5,083
Commercial mortgage loans	Commercial mortgage loans	13,721	13,306	Commercial mortgage loans		14,266	13,686	13,686
Lease financing	Lease financing	790	760	Lease financing		793	807	807
International loans	International loans	1,194	1,197	International loans		1,070	1,102	1,102
Residential mortgage loans	Residential mortgage loans	1,905	1,814	Residential mortgage loans		1,889	1,889	1,889
Consumer loans	Consumer loans	2,236	2,311	Consumer loans		2,227	2,295	2,295
Total loans	Total loans	53,398	53,402	Total loans		50,822	52,113	52,113
Allowance for loan losses	Allowance for loan losses	(694)	(610)	Allowance for loan losses		(691)	(688)	(688)
Net loans	Net loans	52,704	52,792	Net loans		50,131	51,425	51,425
Premises and equipment	Premises and equipment	410	400	Premises and equipment		462	445	445
Accrued income and other assets	Accrued income and other assets	7,754	6,763	Accrued income and other assets		7,104	7,194	7,194
Total assets	Total assets	\$ 85,706	\$85,406	Total assets		\$ 79,444	\$	\$ 85,834
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>								
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>								
Noninterest-bearing deposits	Noninterest-bearing deposits	\$ 29,922	\$39,945					
Noninterest-bearing deposits								
Noninterest-bearing deposits								
Money market and interest-bearing checking deposits	Money market and interest-bearing checking deposits	26,298	26,290	Money market and interest-bearing checking deposits		28,550	28,246	28,246
Savings deposits	Savings deposits	2,521	3,225	Savings deposits		2,342	2,381	2,381
Customer certificates of deposit	Customer certificates of deposit	3,401	1,762	Customer certificates of deposit		3,941	3,723	3,723
Other time deposits	Other time deposits	5,011	124	Other time deposits		2,894	4,550	4,550
Foreign office time deposits	Foreign office time deposits	5	51	Foreign office time deposits		18	13	13
Total interest-bearing deposits	Total interest-bearing deposits	37,236	31,452	Total interest-bearing deposits		37,745	38,913	38,913
Total deposits	Total deposits	67,158	71,397	Total deposits		63,578	66,762	66,762
Short-term borrowings	Short-term borrowings	4,812	3,211	Short-term borrowings		—	3,565	3,565
Accrued expenses and other liabilities	Accrued expenses and other liabilities	2,715	2,593	Accrued expenses and other liabilities		2,695	2,895	2,895
Medium- and long-term debt	Medium- and long-term debt	6,049	3,024	Medium- and long-term debt		7,121	6,206	6,206
Total liabilities	Total liabilities	80,734	80,225	Total liabilities		73,394	79,428	79,428

Fixed rate reset non-cumulative perpetual preferred stock, series A, no par value, \$100,000 liquidation preference per share:	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									
Authorized - 4,000 shares									
Issued - 4,000 shares	Issued - 4,000 shares	394	394			394	394		394
Common stock - \$5 par value:	Common stock - \$5 par value:								
Authorized - 325,000,000 shares	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									
Issued - 228,164,824 shares	Issued - 228,164,824 shares	1,141	1,141			1,141	1,141		1,141
Capital surplus	Capital surplus	2,220	2,220	Capital surplus		2,202	2,224		2,224
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(4,540)	(3,742)	Accumulated other comprehensive loss		(3,457)	(3,048)		(3,048)
Retained earnings	Retained earnings	11,796	11,258	Retained earnings		11,765	11,727		11,727
Less cost of common stock in treasury - 96,374,736 shares at 9/30/2023 and 97,197,962 shares at 12/31/2022		(6,039)	(6,090)						
Less cost of common stock in treasury - 95,683,776 shares at 3/31/2024 and 96,266,568 shares at 12/31/2023				Less cost of common stock in treasury - 95,683,776 shares at 3/31/2024 and 96,266,568 shares at 12/31/2023		(5,995)			(6,032)
Total shareholders' equity	Total shareholders' equity	4,972	5,181	Total shareholders' equity		6,050	6,406		6,406
Total liabilities and shareholders' equity	Total liabilities and shareholders' equity	\$ 85,706	\$85,406	Total liabilities and shareholders' equity		\$ 79,444	\$	\$	85,834

See notes to consolidated financial statements (unaudited).

#### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)

Comerica Incorporated and Subsidiaries

Three Months Ended March 31,	
Three Months Ended March 31,	
Three Months Ended March 31,	
Three Months Ended September 30,	Nine Months Ended September 30,

(in millions, except per share data)					
(in millions, except per share data)					
(in millions, except per share data)	(in millions, except per share data)	2023	2022	2023	2022
INTEREST INCOME	INTEREST INCOME				
INTEREST INCOME					
Interest and fees on loans					
Interest and fees on loans					
Interest and fees on loans	Interest and fees on loans	\$ 862	\$ 597	\$ 2,491	\$ 1,434
Interest on investment securities	Interest on investment securities	105	119	326	296
Interest on investment securities					
Interest on investment securities					
Interest on short-term investments					
Interest on short-term investments					
Interest on short-term investments	Interest on short-term investments	136	34	309	66
Total interest income	Total interest income	1,103	750	3,126	1,796
Total interest income					
Total interest income					
INTEREST EXPENSE					
INTEREST EXPENSE					
INTEREST EXPENSE	INTEREST EXPENSE				
Interest on deposits	Interest on deposits	271	16	590	24
Interest on deposits					
Interest on deposits					
Interest on short-term borrowings					
Interest on short-term borrowings					
Interest on short-term borrowings	Interest on short-term borrowings	125	1	333	1
Interest on medium- and long-term debt	Interest on medium- and long-term debt	106	26	273	47
Interest on medium- and long-term debt					
Interest on medium- and long-term debt					
Total interest expense					
Total interest expense					
Total interest expense	Total interest expense	502	43	1,196	72
Net interest income	Net interest income	601	707	1,930	1,724
Net interest income					
Net interest income					
Provision for credit losses					
Provision for credit losses					
Provision for credit losses	Provision for credit losses	14	28	77	27
Net interest income after provision for credit losses	Net interest income after provision for credit losses	587	679	1,853	1,697
Net interest income after provision for credit losses					

Net interest income after provision for credit losses					
NONINTEREST INCOME					
NONINTEREST INCOME					
NONINTEREST INCOME	NONINTEREST INCOME				
Card fees	Card fees	71	67	212	205
Card fees					
Card fees					
Fiduciary income					
Fiduciary income					
Fiduciary income	Fiduciary income	59	58	179	178
Service charges on deposit accounts	Service charges on deposit accounts	47	50	140	148
Service charges on deposit accounts					
Service charges on deposit accounts					
Capital markets income					
Capital markets income					
Capital markets income	Capital markets income	35	48	113	120
Commercial lending fees	Commercial lending fees	19	17	55	50
Commercial lending fees					
Commercial lending fees					
Bank-owned life insurance					
Bank-owned life insurance					
Bank-owned life insurance	Bank-owned life insurance	12	12	36	37
Letter of credit fees	Letter of credit fees	10	10	31	28
Letter of credit fees					
Letter of credit fees					
Brokerage fees	Brokerage fees	6	6	22	14
Brokerage fees					
Brokerage fees					
Risk management hedging (loss) income					
Risk management hedging (loss) income					
Risk management hedging (loss) income					
Other noninterest income					
Other noninterest income					
Other noninterest income	Other noninterest income	36	10	92	10
Total noninterest income	Total noninterest income	295	278	880	790
Total noninterest income					
Total noninterest income					
NONINTEREST EXPENSES					
NONINTEREST EXPENSES					
NONINTEREST EXPENSES	NONINTEREST EXPENSES				
Salaries and benefits expense	Salaries and benefits expense	315	307	947	890
Salaries and benefits expense					
Salaries and benefits expense					

Outside processing fee expense					
Outside processing fee expense					
Outside processing fee expense	Outside processing fee expense	75	64	207	188
Software expense	Software expense	44	40	127	120
Software expense					
Software expense					
Occupancy expense	Occupancy expense	44	44	126	122
FDIC Insurance expense		19	8	48	24
Occupancy expense					
Occupancy expense					
FDIC insurance expense					
FDIC insurance expense					
FDIC insurance expense					
Equipment expense					
Equipment expense					
Equipment expense	Equipment expense	12	12	36	36
Advertising expense	Advertising expense	12	9	30	24
Advertising expense					
Advertising expense					
Other noninterest expenses					
Other noninterest expenses					
Other noninterest expenses	Other noninterest expenses	34	18	120	53
Total noninterest expenses	Total noninterest expenses	555	502	1,641	1,457
Total noninterest expenses					
Total noninterest expenses					
Income before income taxes					
Income before income taxes					
Income before income taxes	Income before income taxes	327	455	1,092	1,030
Provision for income taxes	Provision for income taxes	76	104	244	229
Provision for income taxes					
Provision for income taxes					
NET INCOME					
NET INCOME					
NET INCOME	NET INCOME	251	351	848	801
Less:	Less:				
Less:					
Less:					
Income allocated to participating securities					
Income allocated to participating securities					
Income allocated to participating securities	Income allocated to participating securities	1	2	4	4
Preferred stock dividends	Preferred stock dividends	6	6	17	17
Preferred stock dividends					
Preferred stock dividends					
Net income attributable to common shares					



Net income attributable to common shares									
Net income attributable to common shares	Net income attributable to common shares	Net income to \$							
			244	\$	343	\$	827	\$	780
Earnings per common share:	Earnings per common share:								
Earnings per common share:									
Earnings per common share:									
Basic									
Basic									
Basic	Basic	\$	1.85	\$	2.63	\$	6.27	\$	5.96
Diluted	Diluted		1.84		2.60		6.24		5.88
Diluted									
Diluted									
Comprehensive (loss) income									
Comprehensive (loss) income									
Comprehensive (loss) income	Comprehensive (loss) income		(533)		(1,282)		50		(2,574)
Cash dividends declared on common stock	Cash dividends declared on common stock		94		89		282		267
Cash dividends declared on common stock									
Cash dividends declared on common stock									
Cash dividends declared per common share	Cash dividends declared per common share		0.71		0.68		2.13		2.04
Cash dividends declared per common share									
Cash dividends declared per common share									
See notes to consolidated financial statements (unaudited).									

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (unaudited)  
Comerica Incorporated and Subsidiaries

		Nonredeemable Preferred Stock		Nonredeemable Preferred Stock		Accumulated Other Comprehensive Loss			

31, 2022										
Net income	Net income	—	—	—	—	—	351	—	351	
Other comprehensive loss, net of tax		—	—	—	—	(1,633)	—	—	(1,633)	
Cash dividends declared on common stock (\$0.68 per share)		—	—	—	—	—	(89)	—	(89)	
Net income										
Net income										— — — — —
Other comprehensive income, net of tax										Other comprehensive income, net of tax — — — — 571
Cash dividends declared on common stock (\$0.71 per share)										Cash dividends declared on common stock (\$0.71 per share) — — — — —
Cash dividends declared on preferred stock	Cash dividends declared on preferred stock	—	—	—	—	—	(6)	—	(6)	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	Net issuance of common stock under employee stock plans	—	0.1	—	(4)	—	(3)	9	2	— 0.5 0.5 — — (39) (39) — — (6) (6)
Share-based compensation	Share-based compensation	—	—	—	9	—	—	—	9	
Share-based compensation										
Share-based compensation										— — — — 28 —
<b>BALANCE AT SEPTEMBER 30, 2022</b>	\$	394	130.9	\$	1,141	\$ 2,209	\$ (3,587)	\$ 11,005	\$ (6,093)	\$ 5,069
<b>BALANCE AT JUNE 30, 2023</b>	\$	394	131.7	\$	1,141	\$ 2,212	\$ (3,756)	\$ 11,648	\$ (6,044)	\$ 5,595
<b>BALANCE AT MARCH 31, 2023</b>										
<b>BALANCE AT MARCH 31, 2023</b>										
<b>BALANCE AT MARCH 31, 2023</b>										\$ 394 131.5 \$ 1,141 \$ 2,209 \$ (3,171) \$
<b>BALANCE AT DECEMBER 31, 2023</b>										
<b>BALANCE AT DECEMBER 31, 2023</b>										<b>BALANCE AT DECEMBER 31, 2023</b> \$ 394 131.9 \$ 1,141 \$ 2,224 \$ (3,048) \$
Cumulative effect of change in accounting principle (a)										Cumulative effect of change in accounting principle (a) — — — — —
Net income	Net income	—	—	—	—	—	251	—	251	Net income — — — — —
Other comprehensive loss, net of tax	Other comprehensive loss, net of tax	—	—	—	—	(784)	—	—	(784)	Other comprehensive loss, net of tax — — — — (409) (409)
Cash dividends declared on common stock (\$0.71 per share)	Cash dividends declared on common stock (\$0.71 per share)	—	—	—	—	—	(94)	—	(94)	Cash dividends declared on common stock (\$0.71 per share) — — — — —

per share)		per share)													
Cash dividends declared on preferred stock	Cash dividends declared on preferred stock	—	—	—	—	—	(6)	—	(6)	Cash dividends declared on preferred stock	—	—	—	—	—
Net issuance of common stock under employee stock plans	Net issuance of common stock under employee stock plans	—	0.1	—	(1)	—	(3)	5	1						
Share-based compensation		—	—	—	9	—	—	—	9						
<b>BALANCE AT SEPTEMBER 30, 2023</b>		\$	394	131.8	\$	1,141	\$ 2,220	\$	(4,540)	\$	11,796	\$	(6,039)	\$	4,972
<b>BALANCE AT DECEMBER 31, 2021</b>		\$	394	130.7	\$	1,141	\$ 2,175	\$	(212)	\$	10,494	\$	(6,095)	\$	7,897
Net income		—	—	—	—	—	—	801	—	801					
Other comprehensive loss, net of tax		—	—	—	—	—	(3,375)	—	—	(3,375)					
Cash dividends declared on common stock (\$2.04 per share)		—	—	—	—	—	—	(267)	—	(267)					
Cash dividends declared on preferred stock		—	—	—	—	—	—	(17)	—	(17)					
Purchase of common stock		—	(0.4)	—	—	—	—	—	(36)	(36)					
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	—	0.6	—	(14)	—	(6)	38	18	—	0.6	0.6	—	(49)	(49)
Share-based compensation	Share-based compensation	—	—	—	48	—	—	—	48						
<b>BALANCE AT SEPTEMBER 30, 2022</b>		\$	394	130.9	\$	1,141	\$ 2,209	\$	(3,587)	\$	11,005	\$	(6,093)	\$	5,069
<b>BALANCE AT DECEMBER 31, 2022</b>		\$	394	131.0	\$	1,141	\$ 2,220	\$	(3,742)	\$	11,258	\$	(6,090)	\$	5,181
Net income		—	—	—	—	—	—	848	—	848					
Other comprehensive loss, net of tax		—	—	—	—	—	(798)	—	—	(798)					
Cash dividends declared on common stock (\$2.13 per share)		—	—	—	—	—	—	(282)	—	(282)					
Cash dividends declared on preferred stock		—	—	—	—	—	—	(17)	—	(17)					
Net issuance of common stock under employee stock plans		—	0.8	—	(44)	—	(11)	51	(4)						
Share-based compensation															
Share-based compensation	Share-based compensation	—	—	—	44	—	—	—	44	—	—	—	—	27	27
<b>BALANCE AT SEPTEMBER 30, 2023</b>		\$	394	131.8	\$	1,141	\$ 2,220	\$	(4,540)	\$	11,796	\$	(6,039)	\$	4,972
<b>BALANCE AT MARCH 31, 2024</b>															
<b>BALANCE AT MARCH 31, 2024</b>															

BALANCE AT MARCH 31, 2024	\$394	132.5	\$ 1,141	\$ 2,202	\$ (3,457)	\$
------------------------------	-------	-------	----------	----------	------------	----

See notes to consolidated financial statements (unaudited).

(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 (unaudited)**  
 Comerica Incorporated and Subsidiaries

	Three Months Ended March 31,		Three Months Ended March 31,		Three Months Ended March 31,	
(in millions)						
(in millions)						
(in millions)						
OPERATING ACTIVITIES						
OPERATING ACTIVITIES						
OPERATING ACTIVITIES						
Net income						
Net income						
Net income						
Adjustments to reconcile net income to net cash (used in) provided by operating activities:						
Adjustments to reconcile net income to net cash (used in) provided by operating activities:						
Adjustments to reconcile net income to net cash (used in) provided by operating activities:						
Provision for credit losses						
Provision for credit losses						
Provision for credit losses						
Benefit for deferred income taxes						
Benefit for deferred income taxes						
Benefit for deferred income taxes						
Depreciation and amortization						
Depreciation and amortization						
Depreciation and amortization						
Net periodic defined benefit credit						
Net periodic defined benefit credit						
Net periodic defined benefit credit						
Share-based compensation expense						
Share-based compensation expense						
Share-based compensation expense						
Net amortization of securities						
Net amortization of securities						
Net amortization of securities						
	Nine Months Ended September 30,					
(in millions)	2023			2022		
OPERATING ACTIVITIES						
Net income	\$	848		\$	801	
Adjustments to reconcile net income to net cash provided by operating activities:						
Provision for credit losses		77			27	

Benefit for deferred income taxes	(25)	(31)
Depreciation and amortization	64	71
Net periodic defined benefit credit	(20)	(68)
Share-based compensation expense	44	48
Net amortization of securities	15	24
Net gains on sales of foreclosed property and other bank property	(22)	(2)
Net change in:		
Net change in:		
Net change in:	Net change in:	
Accrued income receivable	Accrued income receivable	(70)
Accrued income receivable		(95)
Accrued income receivable		
Accrued income receivable		
Accrued expenses payable		
Accrued expenses payable		
Accrued expenses payable	Accrued expenses payable	134
Accrued expenses payable	Accrued expenses payable	18
Other, net	Other, net	(916)
Other, net		(752)
Net cash provided by operating activities	129	41
Other, net		
Other, net		
Net cash (used in) provided by operating activities		
Net cash (used in) provided by operating activities		
Net cash (used in) provided by operating activities		
INVESTING ACTIVITIES		
INVESTING ACTIVITIES		
INVESTING ACTIVITIES	INVESTING ACTIVITIES	
Investment securities available-for-sale:	Investment securities available-for-sale:	
Investment securities available-for-sale:		
Investment securities available-for-sale:		
Maturities and redemptions	Maturities and redemptions	2,061
Maturities and redemptions		2,003
Maturities and redemptions		
Purchases		
Purchases		
Purchases	Purchases	—
Purchases	Purchases	(7,470)
Net change in loans	Net change in loans	(15)
Net change in loans		(3,013)
Proceeds from sales of foreclosed property and other bank property		27
Proceeds from sales of foreclosed property and other bank property		3
Net change in loans		
Net change in loans		
Net increase in premises and equipment		
Net increase in premises and equipment		
Net increase in premises and equipment	Net increase in premises and equipment	(93)
Net increase in premises and equipment	Net increase in premises and equipment	(58)
Federal Home Loan Bank stock:	Federal Home Loan Bank stock:	
Federal Home Loan Bank stock:		
Federal Home Loan Bank stock:		
Purchases	Purchases	(504)
Purchases		(21)
Purchases		
Purchases		
Redemptions		

Redemptions		
Redemptions	Redemptions	274
Proceeds from bank-owned life insurance settlements	Proceeds from bank-owned life insurance settlements	27
Other, net		2
Proceeds from bank-owned life insurance settlements		
Proceeds from bank-owned life insurance settlements		
Net cash provided by (used in) investing activities		
Net cash provided by (used in) investing activities		
Net cash provided by (used in) investing activities	Net cash provided by (used in) investing activities	1,779
FINANCING ACTIVITIES		
FINANCING ACTIVITIES		
FINANCING ACTIVITIES		
Net change in:		
Net change in:		
Net change in:		
Deposits	Deposits	(4,529)
Deposits		
Deposits		
Short-term borrowings		
Short-term borrowings		
Short-term borrowings	Short-term borrowings	1,601
Medium- and long-term debt:	Medium- and long-term debt:	
Maturities and redemptions		(850)
Medium- and long-term debt:		
Medium- and long-term debt:		
Issuances and advances		
Issuances and advances		
Issuances and advances	Issuances and advances	4,000
Cash dividends paid on preferred stock	Cash dividends paid on preferred stock	(17)
Cash dividends paid on preferred stock		
Cash dividends paid on preferred stock		
Common stock:	Common stock:	
Repurchases		(16)
Common stock:		
Common stock:		
Stock tendered for payment of withholding taxes		
Stock tendered for payment of withholding taxes		
Stock tendered for payment of withholding taxes		
Cash dividends paid	Cash dividends paid	(274)
Cash dividends paid		
Cash dividends paid		
Issuances under employee stock plans		
Issuances under employee stock plans		
Issuances under employee stock plans	Issuances under employee stock plans	9
Other, net		(2)
Net cash used in financing activities		
Net cash used in financing activities		

Net increase (decrease) in cash and cash equivalents	1,830	(16,709)
Net cash (used in) provided by financing activities		
Net cash (used in) provided by financing activities		
Net cash (used in) provided by financing activities		
Net (decrease) increase in cash and cash equivalents		
Net (decrease) increase in cash and cash equivalents		
Net (decrease) increase in cash and cash equivalents		
Cash and cash equivalents at beginning of period		
Cash and cash equivalents at beginning of period		
Cash and cash equivalents at beginning of period	6,282	22,679
Cash and cash equivalents at end of period	\$ 8,112	\$ 5,970
Cash and cash equivalents at end of period		
Cash and cash equivalents at end of period		
Interest paid	\$ 1,005	\$ 55
Interest paid		
Interest paid		
Income taxes paid		
Income taxes paid		
Income taxes paid	255	182

See notes to consolidated financial statements (unaudited).

## NOTE 1 - BASIS OF PRESENTATION AND ACCOUNTING POLICIES

### Organization

The accompanying unaudited consolidated financial statements were prepared in accordance with United States (U.S.) generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, the statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation were included. The results of operations for the **nine three** months ended **September 30, 2023** **March 31, 2024** are not necessarily indicative of the results that may be expected for the year ending **December 31, 2023** **December 31, 2024**. Certain items in prior periods were reclassified to conform to the current presentation. For further information, refer to the consolidated financial statements and footnotes thereto included in the Annual Report on Form 10-K of Comerica Incorporated and Subsidiaries (the Corporation) for the year ended **December 31, 2022** (2022 **December 31, 2023** (2023 Annual Report)).

### Loans Accounting Pronouncements Recently Adopted

Effective **January 1, 2023** **January 1, 2024**, the Corporation adopted the provisions of Accounting Standards Update (ASU) No. 2022-02, "Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures" (ASU 2022-02), which eliminated the accounting for troubled debt restructurings (TDRs) while expanding loan modification and vintage disclosure requirements. Under ASU 2022-02, 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. 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 the adoption of ASU 2022-02, a TDR occurred when a loan to a borrower experiencing financial difficulty was restructured with a concession provided that a creditor would not otherwise consider. For the Corporation's accounting policy related to TDRs granted prior to the adoption of ASU 2022-02, refer to the consolidated financial statements and footnotes thereto included in the 2022 Annual Report.

The Corporation adopted ASU 2022-02 on a prospective basis. There was no financial statement impact from the adoption of this ASU. Refer to Note 4 for further information.

### Recently Issued Accounting Pronouncements

In March 2023, the Financial Accounting Standards Board (FASB) issued ASU 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. This ASU is effective 2023-02 was adopted on January 1, 2024 and may be applied on either a modified retrospective or retrospective basis of transition or, for certain changes, on a prospective basis. basis and resulted in a reduction to retained earnings as of January 1, 2024 of \$4 million.

### Recently Issued Accounting Pronouncements

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. 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. This The Corporation is evaluating the impact of ASU 2023-07 on its reportable segment disclosures.

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 not expected to have effective for the Corporation in the annual period beginning on January 1, 2025 and applied on a material prospective basis with both early adoption and retrospective application permitted. The Corporation is evaluating the impact of ASU 2023-09 on the Corporation's financial statements. its income tax disclosures.

## NOTE 2 – 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.

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.

### Notes to Consolidated Financial Statements (unaudited)

Comerica Incorporated and Subsidiaries

Refer to Note 1 to the consolidated financial statements in the Corporation's 2022 2023 Annual Report for further 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.

### 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 September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

(in millions)	(in millions)	Total	Level 1	Level 2	Level 3
<b>September 30, 2023</b>					
(in millions)					
(in millions)					
<b>March 31, 2024</b>					
<b>March 31, 2024</b>					
<b>March 31, 2024</b>					
Deferred compensation plan assets	Deferred compensation plan assets	\$ 97	\$ 97	\$ —	\$ —
Deferred compensation plan assets					
Deferred compensation plan assets					
Equity securities					
Equity securities					
Equity securities	Equity securities	45	45	—	—
Investment securities available-for-sale:	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	U.S. Treasury securities	1,681	1,681	—	—
Residential mortgage-backed securities (a)	Residential mortgage-backed securities (a)	10,174	—	10,174	—
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)	Commercial mortgage-backed securities (a)	4,468	—	4,468	—	
Total investment securities available-for-sale	Total investment securities available-for-sale	16,323	1,681	14,642	—	
Total investment securities available-for-sale						
Total investment securities available-for-sale						
Derivative assets:						
Derivative assets:						
Derivative assets:	Derivative assets:					
Interest rate contracts	Interest rate contracts	303	—	303	—	
Interest rate contracts						
Interest rate contracts						
Energy contracts						
Energy contracts						
Energy contracts	Energy contracts	825	—	825	—	
Foreign exchange contracts	Foreign exchange contracts	50	—	50	—	
Foreign exchange contracts						
Foreign exchange contracts						
Total derivative assets						
Total derivative assets						
Total derivative assets	Total derivative assets	1,178	—	1,178	—	
Total assets at fair value	Total assets at fair value	\$ 17,643	\$ 1,823	\$ 15,820	\$ —	
Total assets at fair value						
Total assets at fair value						
Derivative liabilities:						
Derivative liabilities:						
Derivative liabilities:	Derivative liabilities:					
Interest rate contracts	Interest rate contracts	\$ 660	\$ —	\$ 660	\$ —	
Interest rate contracts						
Interest rate contracts						
Energy contracts						
Energy contracts						
Energy contracts	Energy contracts	805	—	805	—	
Foreign exchange contracts	Foreign exchange contracts	43	—	43	—	
Foreign exchange contracts						
Foreign exchange contracts						
Other financial derivative liabilities						
Other financial derivative liabilities						
Other financial derivative liabilities	Other financial derivative liabilities	13	—	—	13	

Total derivative liabilities	Total derivative liabilities	1,521	—	1,508	13
Total derivative liabilities					
Total derivative liabilities					
Deferred compensation plan liabilities					
Deferred compensation plan liabilities					
Deferred compensation plan liabilities	Deferred compensation plan liabilities	97	97	—	—
Total liabilities at fair value	Total liabilities at fair value	\$ 1,618	\$ 97	\$ 1,508	\$ 13
December 31, 2022					
Total liabilities at fair value					
Total liabilities at fair value					
December 31, 2023					
December 31, 2023					
December 31, 2023					
Deferred compensation plan assets	Deferred compensation plan assets	\$ 92	\$ 92	\$ —	\$ —
Deferred compensation plan assets					
Deferred compensation plan assets					
Equity securities					
Equity securities					
Equity securities	Equity securities	44	44	—	—
Investment securities available-for-sale:	Investment securities available-for-sale:				
Investment securities available-for-sale:					
U.S. Treasury securities	U.S. Treasury securities	2,664	2,664	—	—
U.S. Treasury securities					
U.S. Treasury securities					
Residential mortgage-backed securities (a)					
Residential mortgage-backed securities (a)					
Residential mortgage-backed securities (a)	Residential mortgage-backed securities (a)	11,655	—	11,655	—
Commercial mortgage-backed securities (a)	Commercial mortgage-backed securities (a)	4,693	—	4,693	—
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	Total investment securities available-for-sale	19,012	2,664	16,348	—
Derivative assets:	Derivative assets:				
Derivative assets:					
Derivative assets:					
Interest rate contracts					

Interest rate contracts					
Interest rate contracts	Interest rate contracts	206	—	206	—
Energy contracts	Energy contracts	1,020	—	1,020	—
Energy contracts					
Energy contracts					
Foreign exchange contracts					
Foreign exchange contracts					
Foreign exchange contracts	Foreign exchange contracts	53	—	53	—
Total derivative assets	Total derivative assets	1,279	—	1,279	—
Total derivative assets					
Total derivative assets					
Total assets at fair value					
Total assets at fair value					
Total assets at fair value	Total assets at fair value	\$ 20,427	\$ 2,800	\$ 17,627	\$ —
Derivative liabilities:					
Derivative liabilities:					
Derivative liabilities:					
Interest rate contracts					
Interest rate contracts					
Interest rate contracts	Interest rate contracts	\$ 644	\$ —	\$ 644	\$ —
Energy contracts	Energy contracts	1,006	—	1,006	—
Energy contracts					
Energy contracts					
Foreign exchange contracts					
Foreign exchange contracts					
Foreign exchange contracts	Foreign exchange contracts	45	—	45	—
Other financial derivative liabilities	Other financial derivative liabilities	12	—	—	12
Other financial derivative liabilities					
Other financial derivative liabilities					
Total derivative liabilities					
Total derivative liabilities					
Total derivative liabilities	Total derivative liabilities	1,707	—	1,695	12
Deferred compensation plan liabilities	Deferred compensation plan liabilities	92	92	—	—
Deferred compensation plan liabilities					
Deferred compensation plan liabilities					
Total liabilities at fair value	Total liabilities at fair value	\$ 1,799	\$ 92	\$ 1,695	\$ 12
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.

#### Notes to Consolidated Financial Statements (unaudited)

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 three- and nine-month periods ended September 30, 2023, March 31, 2024 and 2022, 2023.

(in millions)					
(in millions)					
(in millions)					
	Balance at Beginning of Period	Realized	Unrealized	Settlements	Balance at End of Period
Three Months Ended March 31, 2024					

Three Months Ended March 31, 2023						
Derivative liabilities:						
Derivative liabilities:						
Derivative liabilities:	Derivative liabilities:					
Other financial derivative liabilities	Other financial derivative liabilities	(12)	—	—	—	(12)
Nine Months Ended September 30, 2023						
Other financial derivative liabilities						
Other financial derivative liabilities						
Derivative liabilities:						
Other financial derivative liabilities		(12)	—	(1)	—	(13)
Nine Months Ended September 30, 2022						
Derivative assets:						
Interest rate contracts	\$ 26	\$ —	\$ —	\$ (26)	\$ —	
Derivative liabilities:						
Other financial derivative liabilities		(13)	—	1	—	(12)

(a) Realized and unrealized gains and losses due to changes in fair value are recorded in other noninterest income on the Consolidated Statements of Comprehensive 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.

#### Notes to Consolidated Financial Statements (unaudited)

##### Comerica Incorporated and Subsidiaries

The following table presents assets recorded at fair value on a nonrecurring basis at September 30, 2023, March 31, 2024 and December 31, 2022, December 31, 2023. No liabilities were recorded at fair value on a nonrecurring basis at September 30, 2023, March 31, 2024 and December 31, 2022, December 31, 2023.

(in millions)

Level 3

**September 30, 2023** **March 31, 2024**

Loans:

Commercial	\$	27 16
Commercial mortgage		3 40
International		2 8
Residential mortgage		8
Total loans		34 72
Loans held-for-sale		236 188
Other real estate		5 6
Total assets at fair value	\$	275 266

**December 31, 2022** **2023**

Loans:

Commercial	\$	53 12
Commercial mortgage		11 16
International		16
Total loans		66 44
Loans held-for-sale		231
Other real estate		9 5
Total assets at fair value	\$	75 280

**Notes to Consolidated Financial Statements (unaudited)***Comerica Incorporated and Subsidiaries*

Level 3 assets recorded at fair value on a nonrecurring basis at **September 30, 2023** **March 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 **September 30, 2023** **March 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.

**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 also 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 such 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.

**Notes to Consolidated Financial Statements (unaudited)**

*Comerica Incorporated* The disclosures also do not include a limited amount of nonmarketable equity securities (primarily indirect private equity and Subsidiaries 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:

	September 30, 2023						March 31, 2024					
(in millions)	(in millions)	Carrying Amount	Estimated Fair Value				(in millions)	Carrying Amount	Estimated Fair Value			
			Total	Level 1	Level 2	Level 3			Total	Level 1	Level 2	Level 3
September 30, 2023												
March 31, 2024												
Assets												
Assets												
Assets	Assets											

Cash and due from banks	Cash and due from banks	\$ 1,228	\$ 1,228	\$ 1,228	\$ —	\$ —
Cash and due from banks	Cash and due from banks					
Interest-bearing deposits with banks	Interest-bearing deposits with banks					
Other short-term investments	Other short-term investments					
Total loans, net of allowance for loan losses (a)	Total loans, net of allowance for loan losses (a)					
Liabilities	Liabilities					
Demand deposits	Demand deposits					
Demand deposits	Demand deposits					
Time deposits	Time deposits					
Total deposits	Total deposits					
Medium- and long-term debt	Medium- and long-term debt					
Medium- and long-term debt	Medium- and long-term debt					
Medium- and long-term debt	Medium- and long-term debt					
Credit-related financial instruments	Credit-related financial instruments					
<b>December 31, 2023</b>	<b>December 31, 2023</b>					
Assets	Assets					
Assets	Assets					
Assets	Assets					
Cash and due from banks	Cash and due from banks					
Cash and due from banks	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	6,884	6,884	6,884	—	—
Other short-term investments	Other short-term investments	24	24	24	—	—
Loans held-for-sale	Loans held-for-sale	2	2	—	2	—
Total loans, net of allowance for loan losses (a)	Total loans, net of allowance for loan losses (a)	52,704	50,810	—	—	50,810

Customers' liability on acceptances outstanding	1	1	1	—	—
Restricted equity investments	453	453	453	—	—
Nonmarketable equity securities (b)	6	12			
<b>Liabilities</b>	<b>Liabilities</b>				
Demand deposits (noninterest-bearing)	29,922	29,922	—	29,922	—
Interest-bearing deposits	28,824	28,824	—	28,824	—
Customer certificates of deposit	3,401	3,372	—	3,372	—
Other time deposits	5,011	5,106	—	5,106	—
<b>Demand deposits</b>					
<b>Demand deposits</b>					
<b>Demand deposits</b>					
<b>Time deposits</b>					
Total deposits	Total deposits	67,158	67,224	—	67,224
Short-term borrowings	Short-term borrowings	4,812	4,812	4,812	—
Acceptances outstanding		1	1	1	—
Medium- and long-term debt	Medium- and long-term debt	6,049	5,781	—	5,781
Credit-related financial instruments	Credit-related financial instruments	(73)	(73)	—	—
<b>December 31, 2022</b>					
<b>Assets</b>					
Cash and due from banks	\$ 1,758	\$1,758	\$1,758	\$ —	\$ —
Interest-bearing deposits with banks	4,524	4,524	4,524	—	—
Other short-term investments	19	19	19	—	—
Loans held-for-sale	2	2	—	2	—
Total loans, net of allowance for loan losses (a)	52,792	50,964	—	—	50,964
Customers' liability on acceptances outstanding	3	3	3	—	—
Restricted equity investments	223	223	223	—	—
Nonmarketable equity securities (b)	5	12			
<b>Liabilities</b>					
Demand deposits (noninterest-bearing)	39,945	39,945	—	39,945	—
Interest-bearing deposits	29,566	29,566	—	29,566	—
Customer certificates of deposit	1,762	1,719	—	1,719	—
Other time deposits	124	124	—	124	—
Total deposits	71,397	71,354	—	71,354	—



Short-term borrowings	3,211	3,211	3,211	—	—
Acceptances outstanding	3	3	3	—	—
Medium- and long-term debt	3,024	3,071	—	3,071	—
Credit-related financial instruments	(79)	(79)	—	—	(79)

(a) Included \$34 million \$72 million and \$66 million \$44 million of loans recorded at fair value on a nonrecurring basis at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

(b) Certain investments that are measured at fair value using the net asset value have not been classified in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated Balance Sheets.

## Notes to Consolidated Financial Statements (unaudited)

Comerica Incorporated and Subsidiaries

### NOTE 3 - INVESTMENT SECURITIES

A summary of the Corporation's investment securities follows:

(in millions)	(in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	(in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>September 30, 2023</b>										
<b>March 31, 2024</b>										
Investment securities available-for-sale:	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	U.S. Treasury securities	\$ 1,788	\$ —	\$ 107	\$ 1,681					
Residential mortgage-backed securities (a)	Residential mortgage-backed securities (a)	12,928	—	2,754	10,174					
Commercial mortgage-backed securities (a)	Commercial mortgage-backed securities (a)	5,253	—	785	4,468					
Total investment securities available-for-sale	Total investment securities available-for-sale	\$ 19,969	\$ —	\$ 3,646	\$ 16,323					
<b>December 31, 2022</b>										
Total investment securities available-for-sale										

Total investment securities available-for-sale	
December 31, 2023	
December 31, 2023	
December 31, 2023	
Investment securities available-for-sale:	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	U.S. Treasury securities
Residential mortgage-backed securities (a)	Residential 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	
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 September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 follows:

		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	Count		Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses		
(in millions, except securities count)	(in millions, except securities count)								(in millions, except securities count)								
September 30, 2023																	
March 31, 2024																	
U.S. Treasury securities																	
U.S. Treasury securities																	
U.S. Treasury securities	U.S. Treasury securities	\$ —	\$ —	\$ 1,681	\$ 107	\$ 1,681	\$ 107	20									

Residential mortgage-backed securities (a)	Residential mortgage-backed securities (a)	15	—	10,159	2,754	10,174	2,754	994
Commercial mortgage-backed securities (a)	Commercial mortgage-backed securities (a)	—	—	4,468	785	4,468	785	253
Total temporarily impaired securities	Total temporarily impaired securities	\$ 15	\$ —	\$16,308	\$ 3,646	\$16,323	\$ 3,646	1,267
<b>December 31, 2022</b>								
<b>December 31, 2023</b>								
U.S. Treasury securities								
U.S. Treasury securities								
U.S. Treasury securities	U.S. Treasury securities	\$ 996	\$ 5	\$ 1,668	\$ 141	\$ 2,664	\$ 146	27
Residential mortgage-backed securities (a)	Residential mortgage-backed securities (a)	3,500	361	8,153	1,967	11,653	2,328	1,008
Commercial mortgage-backed securities (a)	Commercial mortgage-backed securities (a)	4,008	405	685	154	4,693	559	254
Total temporarily impaired securities	Total temporarily impaired securities	\$ 8,504	\$ 771	\$10,506	\$ 2,262	\$19,010	\$ 3,033	1,289

(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 September 30, 2023 March 31, 2024 or December 31, 2022 December 31, 2023.

Interest receivable on investment securities totaled \$41 million \$39 million at September 30, 2023 March 31, 2024 and \$49 million \$40 million at December 31, 2022 December 31, 2023 and was included in accrued income and other assets on the Consolidated Balance Sheets.

Sales, 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 the three- and nine-month three-month periods ended September 30, 2023 March 31, 2024 or September 30, 2022 March 31, 2023.

#### Notes to Consolidated Financial Statements (unaudited)

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)



March 31, 2024									
Business loans:									
Business loans:									
Business loans:	Business loans:								
Commercial	Commercial	\$ 51	\$ 18	\$ 26	\$ 95	\$ 83	\$28,829	\$29,007	
Commercial									
Commercial									
Real estate construction:	Real estate construction:								
Commercial Real Estate business line (a)									
Commercial Real Estate business line (a)									
Commercial Real Estate business line (a)	Commercial Real Estate business line (a)	32	—	—	32	—	3,983	4,015	
Other business lines (b)	Other business lines (b)	26	—	—	26	2	502	530	
Total real estate construction	Total real estate construction	58	—	—	58	2	4,485	4,545	
Commercial mortgage:	Commercial mortgage:								
Commercial Real Estate business line (a)									
Commercial Real Estate business line (a)									
Commercial Real Estate business line (a)	Commercial Real Estate business line (a)	—	—	—	—	—	4,832	4,832	
Other business lines (b)	Other business lines (b)	43	20	18	81	30	8,778	8,889	
Total commercial mortgage	Total commercial mortgage	43	20	18	81	30	13,610	13,721	
Lease financing	Lease financing	7	—	1	8	—	782	790	
International	International	3	—	—	3	3	1,188	1,194	
Total business loans	Total business loans	162	38	45	245	118	48,894	49,257	
Retail loans:	Retail loans:								
Residential mortgage	Residential mortgage	7	2	—	9	19	1,877	1,905	
Residential mortgage									
Residential mortgage									
Consumer:	Consumer:								
Home equity									
Home equity									
Home equity	Home equity	13	2	—	15	17	1,732	1,764	
Other consumer	Other consumer	2	—	—	2	—	470	472	

Total consumer	Total consumer	15	2	—	17	17	2,202	2,236
Total retail loans	Total retail loans	22	4	—	26	36	4,079	4,141
Total loans	Total loans	\$ 184	\$ 42	\$ 45	\$ 271	\$ 154	\$52,973	\$53,398

#### December 31, 2022

#### December 31, 2023

Business loans:

Business loans:

Business loans: Business loans:

Commercial	Commercial	\$ 238	\$ 13	\$ 20	\$ 271	\$ 142	\$30,496	\$30,909
------------	------------	--------	-------	-------	--------	--------	----------	----------

Commercial

Commercial

Real estate construction: Real estate construction:

Commercial Real Estate business line (a)

Commercial Real Estate business line (a)

Commercial Real Estate business line (a)	Commercial Real Estate business line (a)	—	—	—	—	—	2,505	2,505
--	--	---	---	---	---	---	-------	-------

Other business lines (b)	Other business lines (b)	2	—	—	2	3	595	600
--------------------------	--------------------------	---	---	---	---	---	-----	-----

Total real estate construction	Total real estate construction	2	—	—	2	3	3,100	3,105
--------------------------------	--------------------------------	---	---	---	---	---	-------	-------

Commercial mortgage: Commercial mortgage:

Commercial Real Estate business line (a)

Commercial Real Estate business line (a)

Commercial Real Estate business line (a)	Commercial Real Estate business line (a)	—	6	—	6	1	4,674	4,681
--	--	---	---	---	---	---	-------	-------

Other business lines (b)	Other business lines (b)	64	5	3	72	22	8,531	8,625
--------------------------	--------------------------	----	---	---	----	----	-------	-------

Total commercial mortgage	Total commercial mortgage	64	11	3	78	23	13,205	13,306
---------------------------	---------------------------	----	----	---	----	----	--------	--------

Lease financing	Lease financing	6	—	—	6	—	754	760
-----------------	-----------------	---	---	---	---	---	-----	-----

International	International	—	9	—	9	3	1,185	1,197
---------------	---------------	---	---	---	---	---	-------	-------

Total business loans	Total business loans	310	33	23	366	171	48,740	49,277
----------------------	----------------------	-----	----	----	-----	-----	--------	--------

Retail loans: Retail loans:

Residential mortgage	Residential mortgage	22	—	—	22	53	1,739	1,814
----------------------	----------------------	----	---	---	----	----	-------	-------

Residential mortgage

Residential mortgage

Consumer:	Consumer:								
Home equity	Home equity								
Home equity	Home equity	4	3	—	7	15	1,754	1,776	
Other consumer	Other consumer	5	1	—	6	1	528	535	
Total consumer	Total consumer	9	4	—	13	16	2,282	2,311	
Total retail loans	Total retail loans	31	4	—	35	69	4,021	4,125	
Total loans	Total loans	\$ 341	\$ 37	\$ 23	\$ 401	\$ 240	\$52,761	\$53,402	

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

1211

Notes to Consolidated Financial Statements (unaudited)

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.

September 30, 2023											
Vintage Year											
March 31, 2024											
March 31, 2024											
March 31, 2024											
(in millions)											
(in millions)											
									Revolvers Converted to		
(in millions)	(in millions)	2023	2022	2021	2020	2019	Prior	Revolvers	Term	Total	
Business loans:	Business loans:										
Commercial:											
Business loans:											
Business loans:											
Commercial											
Commercial											
Commercial											
Pass (a)											
Pass (a)											
Pass (a)	Pass (a)	\$ 2,538	\$ 3,241	\$ 2,584	\$ 630	\$ 715	\$ 1,130	\$ 16,668	\$ 12	\$ 27,518	
Criticized (b)	Criticized (b)	21	142	291	53	93	77	811	1	1,489	
Criticized (b)											
Criticized (b)											
Total commercial											
Total commercial											
Total commercial	Total commercial	2,559	3,383	2,875	683	808	1,207	17,479	13	29,007	
Commercial gross charge-offs	Commercial gross charge-offs	1	3	2	1	8	11	3	—	29	

Commercial gross charge-offs										
Commercial gross charge-offs										
Real estate construction	Real estate construction									
Real estate construction										
Real estate construction										
Pass (a)										
Pass (a)										
Pass (a)										
Total real estate construction										
Total real estate construction										
Total real estate construction										
Commercial mortgage										
Commercial mortgage										
Commercial mortgage										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	360	1,859	1,513	373	65	49	254	—	4,473
Criticized (b)	Criticized (b)	—	29	34	2	6	—	1	—	72
Total real estate construction		360	1,888	1,547	375	71	49	255	—	4,545
Real estate construction gross charge-offs		—	—	—	—	—	—	—	—	—
Commercial mortgage										
Criticized (b)										
Criticized (b)										
Total commercial mortgage										
Total commercial mortgage										
Total commercial mortgage										
Lease financing										
Lease financing										
Lease financing										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	1,403	3,251	2,287	1,810	1,014	2,518	819	—	13,102
Criticized (b)	Criticized (b)	1	92	68	11	265	182	—	—	619
Total commercial mortgage		1,404	3,343	2,355	1,821	1,279	2,700	819	—	13,721
Commercial mortgage gross charge-offs		—	—	—	—	3	—	—	—	3
Lease financing										
Criticized (b)										
Criticized (b)										
Total lease financing										
Total lease financing										
Total lease financing										
International										
International										
International										
Pass (a)										
Pass (a)										



Pass (a)	Pass (a)	142	301	116	52	38	111	—	—	760
Criticized (b)	Criticized (b)	5	8	3	2	7	5	—	—	30
Total lease financing		147	309	119	54	45	116	—	—	790
Lease financing gross charge-offs		—	—	—	—	—	—	—	—	—
International										
Pass (a)		280	168	101	39	80	5	491	—	1,164
Criticized (b)										
Criticized (b)	Criticized (b)	7	2	—	1	—	11	9	—	30
Total international	Total international	287	170	101	40	80	16	500	—	1,194
International gross charge-offs		2	—	—	—	—	—	—	—	2
Total international										
Total international										
Total business loans										
Total business loans										
Total business loans	Total business loans	4,757	9,093	6,997	2,973	2,283	4,088	19,053	13	49,257
Retail loans:	Retail loans:									
Retail loans:										
Retail loans:										
Residential mortgage	Residential mortgage									
Residential mortgage										
Residential mortgage										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	245	299	375	455	134	376	—	—	1,884
Criticized (b)	Criticized (b)	2	—	1	—	—	18	—	—	21
Criticized (b)										
Criticized (b)										
Total residential mortgage	Total residential mortgage	247	299	376	455	134	394	—	—	1,905
Residential mortgage gross charge-offs		—	—	—	—	—	—	—	—	—
Total residential mortgage										
Total residential mortgage										
Consumer:										
Consumer:										
Consumer:	Consumer:									
Home equity	Home equity									
Home equity										
Home equity										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	—	—	—	—	—	8	1,677	53	1,738
Criticized (b)	Criticized (b)	—	—	—	—	—	—	24	2	26
Criticized (b)										
Criticized (b)										

Total home equity	Total home equity	—	—	—	—	—	8	1,701	55	1,764
Home equity gross charge-offs		—	—	—	—	—	—	2	—	2
Total home equity										
Total home equity										
Other consumer	Other consumer									
Other consumer										
Other consumer										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	22	42	26	9	6	7	357	—	469
Criticized (b)	Criticized (b)	—	—	—	—	—	3	—	—	3
Criticized (b)										
Criticized (b)										
Total other consumer										
Total other consumer										
Total other consumer	Total other consumer	22	42	26	9	6	10	357	—	472
Other consumer gross charge-offs	Other consumer gross charge-offs	—	—	—	—	1	—	—	—	1
Other consumer gross charge-offs										
Other consumer gross charge-offs										
Total consumer										
Total consumer										
Total consumer	Total consumer	22	42	26	9	6	18	2,058	55	2,236
Total retail loans	Total retail loans	269	341	402	464	140	412	2,058	55	4,141
Total retail loans										
Total retail loans										
Total loans	Total loans	\$ 5,026	\$ 9,434	\$ 7,399	\$ 3,437	\$ 2,423	\$ 4,500	\$ 21,111	\$ 68	\$ 53,398
Total loans										
Total loans										
Table continues on the following page.										
Table continues on the following page.										
Table continues on the following page.										

13 12

**Notes to Consolidated Financial Statements (unaudited)**  
*Comerica Incorporated and Subsidiaries*

December 31, 2022
Vintage Year

										Revolvers Converted	
		2022	2021	2020	2019	2018	Prior	Revolvers		to Term	Total
December 31, 2023											
December 31, 2023											
December 31, 2023											
2023											
2023											
2023											
Business loans:											
Commercial:											
Business loans:											
Business loans:											
Commercial											
Commercial											
Commercial											
Pass (a)											
Pass (a)											
Pass (a)	Pass (a)	\$3,946	\$3,509	\$ 917	\$1,041	\$ 598	\$1,030	\$ 18,604	\$ 9	\$29,654	
Criticized (b)	Criticized (b)	75	274	81	69	45	78	632	1	1,255	
Criticized (b)											
Criticized (b)											
Total commercial	Total commercial	4,021	3,783	998	1,110	643	1,108	19,236	10	30,909	
Real estate construction:											
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)	Pass (a)	836	1,134	633	162	102	28	207	—	3,102	
Criticized (b)	Criticized (b)	—	—	3	—	—	—	—	—	3	
Criticized (b)											
Criticized (b)											
Total real estate construction	Total real estate construction	836	1,134	636	162	102	28	207	—	3,105	
Commercial mortgage:											
Total real estate construction											
Total real estate construction											
Commercial mortgage											
Commercial mortgage											
Commercial mortgage											

Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	3,349	2,501	1,825	1,394	1,050	2,182	838	—	13,139
Criticized (b)	Criticized (b)	7	5	7	32	31	75	10	—	167
Criticized (b)										
Criticized (b)										
Total commercial mortgage	Total commercial mortgage	3,356	2,506	1,832	1,426	1,081	2,257	848	—	13,306
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)	Pass (a)	316	140	64	47	37	130	—	—	734
Criticized (b)	Criticized (b)	10	—	2	8	5	1	—	—	26
Criticized (b)										
Criticized (b)										
Total lease financing	Total lease financing	326	140	66	55	42	131	—	—	760
Total lease financing										
Total lease financing										
International										
International										
International										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	317	161	55	88	19	14	498	—	1,152
Criticized (b)	Criticized (b)	12	—	3	—	3	10	17	—	45
Criticized (b)										
Criticized (b)										
Total international	Total international	329	161	58	88	22	24	515	—	1,197
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	Total business loans	8,868	7,724	3,590	2,841	1,890	3,548	20,806	10	49,277
Retail loans:	Retail loans:									
Retail loans:										
Retail loans:										
Residential mortgage	Residential mortgage									
Residential mortgage										
Residential mortgage										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	327	398	480	133	68	355	—	—	1,761
Criticized (b)	Criticized (b)	4	—	—	9	1	39	—	—	53
Criticized (b)										
Criticized (b)										
Total residential mortgage	Total residential mortgage	331	398	480	142	69	394	—	—	1,814
Total residential mortgage										
Total residential mortgage										
Consumer:										
Consumer:										
Consumer:	Consumer:									
Home equity	Home equity									
Home equity										
Home equity										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	—	—	—	—	—	9	1,708	40	1,757
Criticized (b)	Criticized (b)	—	—	—	—	—	—	17	2	19
Criticized (b)										
Criticized (b)										
Total home equity	Total home equity	—	—	—	—	—	9	1,725	42	1,776
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										

Other consumer										
Pass (a)										
Pass (a)										
Pass (a)	Pass (a)	69	38	50	8	1	10	355	—	531
Criticized (b)		—	—	—	1	—	—	3	—	4
Total other consumer	Total other consumer	69	38	50	9	1	10	358	—	535
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 consumer	69	38	50	9	1	19	2,083	42	2,311
Total retail loans	Total retail loans	400	436	530	151	70	413	2,083	42	4,125
Total retail loans										
Total retail loans										
Total loans	Total loans	\$9,268	\$8,160	\$4,120	\$2,992	\$1,960	\$3,961	\$22,889	\$52	\$53,402
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 to 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 on page F-49 F-52 in the Corporation's 2022 2023 Annual Report. 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 (unaudited)

### Comerica Incorporated and Subsidiaries

Loan interest receivable totaled \$317 million \$302 million and \$261 million \$313 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, and was included in accrued income and other assets on the Consolidated Balance Sheets.

### Allowance for Credit Losses

The following table details the changes in the allowance for credit losses.

(in millions)	2024			2023		
	Business Loans	Retail Loans	Total	Business Loans	Retail Loans	Total
<b>Three Months Ended March 31</b>						
Balance at beginning of period:						
Allowance for loan losses	\$ 620	\$ 68	\$ 688	\$ 541	\$ 69	\$ 610
Allowance for credit losses on lending-related commitments	31	9	40	40	11	51
Allowance for credit losses	651	77	728	581	80	661

Loan charge-offs	(20)	(1)	(21)	(11)	(1)	(12)
Recoveries on loans previously charged-off	6	1	7	13	1	14
Net loan (charge-offs) recoveries	(14)	—	(14)	2	—	2
Provision for credit losses:						
Provision for loan losses	20	(3)	17	27	2	29
Provision for credit losses on lending-related commitments	(3)	—	(3)	(1)	2	1
Provision for credit losses	17	(3)	14	26	4	30
Balance at end of period:						
Allowance for loan losses	626	65	691	570	71	641
Allowance for credit losses on lending-related commitments	28	9	37	39	13	52
Allowance for credit losses	\$ 654	\$ 74	\$ 728	\$ 609	\$ 84	\$ 693
Allowance for loan losses as a percentage of total loans	1.34 %	1.59 %	1.36 %	1.12 %	1.71 %	1.17 %
Allowance for credit losses as a percentage of total loans	1.40	1.82	1.43	1.20	2.04	1.26

14

**Notes to Consolidated Financial Statements (unaudited)**  
*Comerica Incorporated and Subsidiaries*

**Allowance for Credit Losses**

The following table details the changes in the allowance for credit losses.

(in millions)	2023			2022		
	Business Loans	Retail Loans	Total	Business Loans	Retail Loans	Total
<b>Three Months Ended September 30</b>						
Balance at beginning of period:						
Allowance for loan losses	\$ 614	\$ 70	\$ 684	\$ 502	\$ 61	\$ 563
Allowance for credit losses on lending-related commitments	34	10	44	34	12	46
Allowance for credit losses	648	80	728	536	73	609
Loan charge-offs	(13)	(1)	(14)	(25)	(1)	(26)
Recoveries on loans previously charged-off	7	1	8	12	1	13
Net loan (charge-offs) recoveries	(6)	—	(6)	(13)	—	(13)
Provision for credit losses:						
Provision for loan losses	18	(2)	16	24	2	26
Provision for credit losses on lending-related commitments	(1)	(1)	(2)	2	—	2
Provision for credit losses	17	(3)	14	26	2	28
Balance at end of period:						
Allowance for loan losses	626	68	694	513	63	576
Allowance for credit losses on lending-related commitments	33	9	42	36	12	48
Allowance for credit losses	\$ 659	\$ 77	\$ 736	\$ 549	\$ 75	\$ 624
<b>Nine Months Ended September 30</b>						
Balance at beginning of period						
Allowance for loan losses	\$ 541	\$ 69	\$ 610	\$ 531	\$ 57	\$ 588
Allowance for credit losses on lending-related commitments	40	11	51	24	6	30
Allowance for credit losses	581	80	661	555	63	618
Loan charge-offs	(34)	(3)	(37)	(55)	(2)	(57)
Recoveries on loans previously charged-off	33	2	35	33	3	36
Net loan (charge-offs) recoveries	(1)	(1)	(2)	(22)	1	(21)
Provision for credit losses:						
Provision for loan losses	86	—	86	4	5	9

Provision for credit losses on lending-related commitments	(7)	(2)	(9)	12	6	18
Provision for credit losses	79	(2)	77	16	11	27
Balance at end of period:						
Allowance for loan losses	626	68	694	513	63	576
Allowance for credit losses on lending-related commitments	33	9	42	36	12	48
Allowance for credit losses	\$ 659	\$ 77	\$ 736	\$ 549	\$ 75	\$ 624
Allowance for loan losses as a percentage of total loans	1.27 %	1.62 %	1.30 %	1.07 %	1.58 %	1.11 %
Allowance for credit losses as a percentage of total loans	1.34	1.84	1.38	1.15	1.88	1.21

15

## Notes to Consolidated Financial Statements (unaudited)

### Comerica Incorporated and Subsidiaries

#### Nonaccrual Loans

The following table presents additional information regarding nonaccrual loans. Interest income of \$2 million and \$3 \$4 million was recognized on nonaccrual loans for the three-month periods ended September 30, 2023, March 31, 2024 and 2022, 2023, respectively. For the nine months ended September 30, 2023 and 2022, the Corporation recognized interest income of \$8 million and \$7 million, respectively, on nonaccrual loans.

		Nonaccrual Loans with No Related Allowance	Nonaccrual Loans with Related Allowance	Total Nonaccrual Loans	Nonaccrual (in Loans with No Related Allowance	Nonaccrual Loans with Related Allowance	Total Nonaccrual Loans
(in millions)	(in millions)				millions)		
September 30, 2023							
March 31, 2024							
Business loans:							
Business loans:							
Business loans:							
Commercial	Commercial	\$ 38	\$ 45	\$ 83			
Real estate construction:							
Commercial							
Commercial							
Other business lines (a)		—	2	2			
Commercial mortgage:	Commercial mortgage:						
Other business lines (a)		18	12	30			
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	Total commercial mortgage	18	12	30			
International							
International							



International	International	—	3	3
Total	Total			
business loans	business loans	56	62	118
Retail loans:	Retail loans:			
Residential mortgage	Residential mortgage	19	—	19
Residential mortgage	Residential mortgage			
Residential mortgage	Residential mortgage			
Consumer:	Consumer:			
Home equity	Home equity			
Home equity	Home equity			
Home equity	Home equity	17	—	17
Total retail loans	Total retail loans	36	—	36
Total retail loans	Total retail loans			
Total retail loans	Total retail loans			
Total nonaccrual loans	Total nonaccrual loans	\$ 92	\$ 62	\$ 154
December 31, 2022	December 31, 2022			
December 31, 2023	December 31, 2023			
Business loans:	Business loans:			
Business loans:	Business loans:			
Commercial	Commercial			
Commercial	Commercial			
Commercial	Commercial	\$ 64	\$ 78	\$ 142
Real estate construction:	Real estate construction:			
Other business lines (a)	Other business lines (a)	—	3	3
Other business lines (b)	Other business lines (b)			
Other business lines (b)	Other business lines (b)			
Other business lines (b)	Other business lines (b)			
Commercial mortgage:	Commercial mortgage:			
Commercial Real Estate business line (b)	Commercial Real Estate business line (b)	—	1	1
Other business lines (a)	Other business lines (a)	4	18	22
Commercial mortgage:	Commercial mortgage:			
Commercial mortgage:	Commercial mortgage:			
Commercial Real Estate business line (a)	Commercial Real Estate business line (a)			
Commercial Real Estate business line (a)	Commercial Real Estate business line (a)			
Commercial Real Estate business line (a)	Commercial Real Estate business line (a)			
Other business lines (b)	Other business lines (b)			

Total commercial mortgage	Total commercial mortgage	4	19	23
International	International	3	—	3
Total business loans	Total business loans	71	100	171
Retail loans:	Retail loans:			
Residential mortgage	Residential mortgage	53	—	53
Residential mortgage				
Residential mortgage				
Consumer:	Consumer:			
Home equity	Home equity	15	—	15
Other consumer		1	—	1
Home equity				
Home equity				
Total consumer				
Total consumer				
Total consumer	Total consumer	16	—	16
Total retail loans	Total retail loans	69	—	69
Total nonaccrual loans	Total nonaccrual loans	\$ 140	\$ 100	\$ 240

(a) Primarily loans to real estate developers.

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

(b) Primarily loans to real estate developers.

#### Foreclosed Properties

Foreclosed properties were insignificant at both September 30, 2023 March 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 insignificant at both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

#### Loan Modifications Made to Borrowers Experiencing Financial Difficulty

Effective January 1, 2023, As part of its loss mitigation efforts, 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 may modify loans to borrowers experiencing financial difficulties that involved difficulty in a manner resulting in an interest rate reduction, other-than-insignificant payment delay, a term extension, principal forgiveness or a combination thereof. thereof (collectively referred to as Financially Distressed Modifications, or FDMs).

16 15

#### Notes to Consolidated Financial Statements (unaudited)

Comerica Incorporated and Subsidiaries

The following table displays the amortized cost basis at September 30, 2023 March 31, 2024 and March 31, 2023 of loan modifications made to borrowers experiencing financial difficulty FDMs that were restructured during the three- and nine-month three-month periods ended September 30, 2023 March 31, 2024 and 2023 by type of modification.

(in millions)	Interest Rate					
	Term Extension (a)	Payment Delay (a)	Reduction	Combinations (b)	Total	Percent of Total Class
Three Months Ended September 30, 2023						
Business loans:						
Commercial	\$ 54	\$ —	\$ 4	\$ —	\$ 58	0.20 %
Real estate construction:						
Other business lines (c)	8	—	—	—	8	1.44

Total real estate construction	8	—	—	—	8	0.17
Commercial mortgage:						
Other business lines (d)	1	—	—	6	7	0.08
Total commercial mortgage	1	—	—	6	7	0.05
Total business loans	63	—	4	6	73	0.15
Retail loans:						
Consumer:						
Home equity	—	—	1	1	2	0.11
Total consumer	—	—	1	1	2	0.09
Total retail loans	—	—	1	1	2	0.05
Total loans	\$ 63	\$ —	\$ 5	\$ 7	\$ 75	0.14 %
<b>Nine Months Ended September 30, 2023</b>						
Business loans:						
Commercial	\$ 87	\$ 21	\$ 4	\$ 1	\$ 113	0.39 %
Real estate construction:						
Other business lines (c)	8	—	—	—	8	1.44
Total real estate construction	8	—	—	—	8	0.17
Commercial mortgage:						
Other business lines (d)	4	—	1	11	16	0.18
Total commercial mortgage	4	—	1	11	16	0.12
Total business loans	99	21	5	12	137	0.28
Retail loans:						
Consumer:						
Home equity	1	—	1	1	3	0.15
Total consumer	1	—	1	1	3	0.13
Total retail loans	1	—	1	1	3	0.07
Total loans	\$ 100	\$ 21	\$ 6	\$ 13	\$ 140	0.26 %

(in millions)	Term Extension (a)		Interest Rate		Combinations (b)	Total	Percent of Total Class		
			Reduction						
Three Months Ended March 31, 2024									
Business loans:									
Commercial	\$	108	\$	—	\$	10	\$	118	0.45 %
Commercial mortgage:									
Other business lines (c)		5		—		—		5	0.06
Total commercial mortgage		5		—		—		5	0.04
International		1		—		—		1	0.13
Total business loans		114		—		10		124	0.27
Retail loans:									
Consumer:									
Home equity		1		1		1		3	0.12
Total consumer		1		1		1		3	0.10
Total retail loans		1		1		1		3	0.05
Total loans	\$	115	\$	1	\$	11	\$	127	0.25 %
Three Months Ended March 31, 2023									
Business loans:									
Commercial	\$	7	\$	—	\$	1	\$	8	0.02 %
Commercial mortgage:									
Commercial Real Estate business line (d)		1		—		5		6	0.11
Other business lines (c)		1		—		—		1	0.02

Total commercial mortgage	2	—	5	7	0.05
Total business loans	9	—	6	15	0.03
Retail loans:					
Consumer:					
Other consumer	1	—	—	1	0.10
Total consumer	1	—	—	1	0.04
Total retail loans	1	—	—	1	0.02
Total loans	\$ 10	\$ —	\$ 6	\$ 16	0.03 %

(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 three- and nine-month three-month periods ended September 30, 2023, March 31, 2024 and 2023, this primarily related to a modification modifications where the interest rate was reduced and the term was extended.

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

(d) Primarily loans to real estate developers.

(d) During the Primarily loans secured by owner-occupied real estate, three-month periods ended March 31, 2024 and 2023, there were no significant modifications to borrowers experiencing financial difficulty involving an other-than-insignificant payment delay.

There were no commitments to lend additional funds to borrowers experiencing financial difficulty whose terms had been restructured at September 30, 2023 March 31, 2024 and December 31, 2023.

17 16

## Notes to Consolidated Financial Statements (unaudited)

Comerica Incorporated and Subsidiaries

The following table summarizes the financial impacts of loan modifications made to specific loans during the three- and nine-month three-month periods ended September 30, 2023, March 31, 2024 and 2023.

	Weighted-Average Term Extension (in months)	Weighted-Average Term Extension (in months)	Weighted-Average Interest Rate Reduction
<b>Three Months Ended March 31, 2024</b>			
Business loans:			
Business loans:			
Business loans:			
Commercial			
Commercial			
Commercial	9.8	(1.11)	%
	Weighted- Average Term Extension (in months)	Weighted- Average Interest Rate Reduction	
<b>Three Months Ended September 30, 2023</b>			
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:					
Consumer:					
Consumer:					
Consumer:					
Home equity					
Home equity					
Home equity					
Total consumer					
Total consumer					
Total consumer					
Total retail loans					
Total loans		Total loans	11.1	(1.40)	%
Three Months Ended March 31, 2023					
Business loans:					
Business loans:					
Commercial	Business loans: Commercial	7.4	(0.50)	%	
Real estate construction:					
Commercial					
Commercial		17.9	(0.25)	%	
Other business lines (a)		6.0	—		
Total real estate construction		6.0	—		
Commercial mortgage:	Commercial mortgage:				
Other business lines (b)		8.7	(1.00)		
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	Total commercial mortgage	8.7	(1.00)		

Total business loans					
Total business loans					
Total business loans	Total business loans	7.4	(0.81)		
Retail loans:					
Consumer:					
Home equity		131.1	(2.85)		
Consumer:					
Consumer:					
Other consumer					
Other consumer					
Other consumer					
Total consumer	Total consumer	131.1	(2.85)		
Total retail loans	Total retail loans	131.1	(2.85)		
Total loans	Total loans	9.2	(1.09) %	Total loans	17.9 (0.27) (0.27) %
Nine Months Ended September 30, 2023					
Business loans:					
Commercial		8.0	(0.49) %		
Real estate construction:					
Other business lines (a)		6.0	—		
Total real estate construction		6.0	—		
Commercial mortgage:					
Other business lines (b)		22.0	(0.79)		
Total commercial mortgage		22.0	(0.79)		
Total business loans		9.7	(0.70)		
Retail loans:					
Consumer:					
Home equity		129.0	(2.64)		
Total consumer		129.0	(2.64)		
Total retail loans		129.0	(2.64)		
Total loans		11.0	(0.89) %		

(a) Primarily loans to real estate developers.

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

During the three months ended September 30, 2023, there were no significant modifications (b) Primarily loans to borrowers experiencing financial difficulty involving an other-than-insignificant payment delay. During the nine months ended September 30, 2023, modifications to borrowers experiencing financial difficulty included restructurings with other-than-insignificant payment delays of \$5 million in the Commercial loan category, real estate developers.

On an ongoing basis, the Corporation monitors the performance of modified loans related to their restructured terms. Loans restructured during the nine months three-month periods ended September 30, 2023 March 31, 2024 and 2023 were current under modified terms at September 30, 2023 March 31, 2024 and March 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 three- and nine-month periods twelve-month period ended September 30, 2023 (since adoption of ASU 2022-02) March 31, 2024, there were no was \$3 million of subsequent defaults as of September 30, 2023.

#### Notes at March 31, 2024, compared to Consolidated Financial Statements (unaudited)

Comerica Incorporated and Subsidiaries

## Troubled Debt Restructurings Prior to the Adoption of ASU 2022-02

The following table details the amortized cost basis at September 30, 2022 of loans considered to be TDRs that were restructured during the three- and nine-month periods ended September 30, 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
<b>Three Months Ended September 30, 2022</b>			
Business loans:			
Commercial	\$ 27	\$ —	27
Commercial mortgage:			
Other business lines (b)	7	—	7
Total business loans	34	—	34
Retail loans:			
Residential mortgage	—	5	5
Total loans	\$ 34	\$ 5	39
<b>Nine Months Ended September 30, 2022</b>			
Business loans:			
Commercial	\$ 34	\$ —	34
Real estate construction:			
Other business lines (b)	3	—	3
Commercial mortgage:			
Other business lines (b)	15	—	15
Total business loans	52	—	52
Retail loans:			
Residential mortgage	—	5	5
Consumer:			
Home equity (c)	1	—	1
Total loans	\$ 53	\$ 5	58

(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 none 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. Commitments to lend additional funds to borrowers whose terms had been modified in TDRs were \$1 million at September 30, 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 twelve-month period ended September 30, 2022, there were \$6 million subsequent defaults of principal deferrals and no subsequent defaults of interest rate reductions.

March 31, 2023.

## NOTE 5 - 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

19 17

## Notes to Consolidated Financial Statements (unaudited)

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 limits are established annually and positions are monitored quarterly. 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 **September 30, 2023** **March 31, 2024**, counterparties with bilateral collateral agreements deposited **\$159 million** **\$120 million** of cash with the Corporation to secure the fair value of contracts in an unrealized gain position, and the Corporation had pledged **\$207 million** **\$77 million** of marketable investment securities and posted **\$12 million** **\$7 million** 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.

#### 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.

18

#### Notes to Consolidated Financial Statements (unaudited)

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 **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**. 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.

20

#### Notes to Consolidated Financial Statements (unaudited)

Comerica Incorporated and Subsidiaries

		September 30, 2023			December 31, 2022			March 31, 2024			December 31, 2023		
		Fair Value			Fair Value			Fair Value			Fair Value		
		Notional/	Gross	Gross	Notional/	Gross	Gross	Notional/	Gross	Gross	Notional/	Gross	Gross
		Contract	Derivative	Derivative	Contract	Derivative	Derivative	Contract	Derivative	Derivative	Contract	Derivative	Derivative
(in millions)	(in millions)	Amount (a)	Assets	Liabilities	Amount (a)	Assets	Liabilities	(in millions) Amount (a)	Assets	Liabilities	Amount (a)	Assets	Liabilities
Risk management purposes	Risk management purposes												



Derivatives designated as hedging instruments	Derivatives designated as hedging instruments						
Derivatives designated as hedging instruments	Derivatives designated as hedging instruments						
Interest rate contracts:	Interest rate contracts:						
Interest rate contracts:	Interest rate contracts:						
Fair value swaps - receive fixed/pay floating	Fair value swaps - receive fixed/pay floating						
Fair value swaps - receive fixed/pay floating	Fair value swaps - receive fixed/pay floating						
Fair value swaps - receive fixed/pay floating	Fair value swaps - receive fixed/pay floating	\$ 6,300	\$ —	\$ —	\$ 3,150	\$ —	\$ —
Cash flow swaps - receive fixed/pay floating (b)	Cash flow swaps - receive fixed/pay floating (b)	25,100	—	2	26,600	—	50
Derivatives used as economic hedges	Derivatives used as economic hedges						
Foreign exchange contracts:	Foreign exchange contracts:						
Foreign exchange contracts:	Foreign exchange contracts:						
Spot, forwards and swaps	Spot, forwards and swaps						
Spot, forwards and swaps	Spot, forwards and swaps	562	2	1	392	1	3
Total risk management purposes	Total risk management purposes	31,962	2	3	30,142	1	53
Customer-initiated and other activities	Customer-initiated and other activities						
Interest rate contracts:	Interest rate contracts:						
Interest rate contracts:	Interest rate contracts:						
Caps and floors written	Caps and floors written						
Caps and floors written	Caps and floors written	1,459	—	24	924	—	25
Caps and floors purchased	Caps and floors purchased	1,459	24	—	924	25	—
Swaps	Swaps	19,347	279	634	18,450	181	569
Total interest rate contracts	Total interest rate contracts	22,265	303	658	20,298	206	594

Energy contracts:	Energy contracts:						
Caps and floors written	Caps and floors written	4,034	1	319	4,051	—	430
Caps and floors written	Caps and floors written						
Caps and floors written	Caps and floors written						
Caps and floors purchased	Caps and floors purchased	4,034	320	1	4,051	431	—
Swaps	Swaps	6,805	504	485	6,419	589	576
Total energy contracts	Total energy contracts	14,873	825	805	14,521	1,020	1,006
Foreign exchange contracts:	Foreign exchange contracts:						
Spot, forwards, options and swaps	Spot, forwards, options and swaps	2,581	48	42	2,704	52	42
Spot, forwards, options and swaps	Spot, forwards, options and swaps						
Spot, forwards, options and swaps	Spot, forwards, options and swaps						
Total customer-initiated and other activities	Total customer-initiated and other activities	39,719	1,176	1,505	37,523	1,278	1,642
Total gross derivatives	Total gross derivatives	\$ 71,681	1,178	1,508	\$ 67,665	1,279	1,695
Amounts offset in the Consolidated Balance Sheets:	Amounts offset in the Consolidated Balance Sheets:						
Netting adjustment - Offsetting derivative assets/liabilities	Netting adjustment - Offsetting derivative assets/liabilities						
Netting adjustment - Offsetting derivative assets/liabilities	Netting adjustment - Offsetting derivative assets/liabilities						
Netting adjustment - Offsetting derivative assets/liabilities	Netting adjustment - Offsetting derivative assets/liabilities		(446)	(446)		(644)	(644)
Netting adjustment - Cash collateral received/posted	Netting adjustment - Cash collateral received/posted		(155)	(12)		(180)	(4)
Net derivatives included in the Consolidated Balance Sheets (c)	Net derivatives included in the Consolidated Balance Sheets (c)		577	1,050		455	1,047
Amounts not offset in the Consolidated Balance Sheets:	Amounts not offset in the Consolidated Balance Sheets:						
Marketable securities pledged under bilateral collateral agreements	Marketable securities pledged under bilateral collateral agreements		(295)	(207)		(70)	(202)
Marketable securities pledged under bilateral collateral agreements	Marketable securities pledged under bilateral collateral agreements						
Marketable securities pledged under bilateral collateral agreements	Marketable securities pledged under bilateral collateral agreements						



Derivatives designated as hedging instruments
Derivatives designated as hedging instruments

(a) Includes the effects of hedging.

Centrally-cleared derivative 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. Accordingly, the Corporation may recognize risk management hedging income consisting of price alignment income or expense depending on the fair value of its positions. Price alignment income was reported in other noninterest income on the Consolidated Statements of Comprehensive Income and totaled \$17 million and \$32 million for the three and nine months ended September 30, 2023, respectively, and was insignificant for the three and nine months ended September 30, 2022.

For information on accumulated net losses on cash flow hedges, refer to Note 8.

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 weighted average carrying amount of the related hedged items, as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

**Cash flow swaps - receive fixed/pay floating rate on variable-rate loans**

		September 30, 2023	December 31, 2022		
				March 31, 2024	December 31, 2023
Weighted average:	Weighted average:				
Time to maturity (in years)	Time to maturity (in years)				
Time to maturity (in years)	Time to maturity (in years)				
Time to maturity (in years)	Time to maturity (in years)	4.1	4.6		
Receive rate (a)	Receive rate (a)	2.38 %	2.35 %	Receive rate (a)	2.47 %
Pay rate (a), (b)	Pay rate (a), (b)	5.36	4.07		2.43 %

(a) Excludes forward starting swaps not effective as of the period shown. September 30, 2023 March 31, 2024 excluded \$3.3 \$1.0 billion of forward starting swaps. December 31, 2022 December 31, 2023 excluded \$4.6 \$2.0 billion of forward starting swaps.

(b) Variable rates paid on receive fixed swaps designated as cash flow hedges are based on BSBY or Secured Overnight Financing Rate (SOFR) rates in effect at September 30, 2023 March 31, 2024 and BSBY, SOFR or LIBOR rates in effect at December 31, 2022 December 31, 2023.

**Fair value swaps - receive fixed/pay floating rate on medium- and long-term debt**

(dollar amounts in millions)	(dollar amounts in millions)	September 30, 2023	December 31, 2022	(dollar amounts in millions)	March 31, 2024	December 31, 2023
Carrying value of hedged items (a)	Carrying value of hedged items (a)	\$ 6,049	\$ 3,024			
Weighted average:	Weighted average:					
Time to maturity (in years)	Time to maturity (in years)	3.5	3.9			
Time to maturity (in years)	Time to maturity (in years)					
Time to maturity (in years)	Time to maturity (in years)					
Receive rate (b)	Receive rate (b)	3.67 %	3.52 %	Receive rate (b)	3.68 %	3.67 %

Pay rate	Pay rate		
(b)	(b)	5.39	4.90

(a) Included \$(250) \$(175) million and \$(124) \$(93) million of cumulative hedging adjustments at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 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 are based on SOFR rates in effect at September 30, 2023 March 31, 2024 and SOFR December 31, 2023.

#### De-designated Interest Rate Swaps and LIBOR rates Price Alignment Income

On November 15, 2023, the Bloomberg Index Services Limited (Bloomberg) announced that it will discontinue publishing BSBY on November 15, 2024; accordingly, the Corporation was required to "de-designate" \$7.0 billion of interest rate swaps used in effect at December 31, 2022 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 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 accumulated other comprehensive income and into earnings, which resulted in a pre-tax loss of \$52 million recorded in interest and fees on loans for the three months ended March 31, 2024, compared to a pre-tax loss of

22 20

#### Notes to Consolidated Financial Statements (unaudited)

##### Comerica Incorporated and Subsidiaries

\$26 million for the three months ended December 31, 2023. As swaps were re-designated to SOFR-based loans in first quarter 2024, the fair value of the swaps at the re-designation date were accreted back into accumulated other comprehensive income, resulting in a benefit to interest and fees on loans of \$41 million for the three months ended March 31, 2024. Along with settlements no longer recognized through margin, this resulted in a net benefit of \$3 million to interest and fees on loans for both the three month periods ended March 31, 2024 and December 31, 2023. Additionally, the Corporation recognized a net loss of \$39 million as a component of risk management hedging (loss) income for the three months ended March 31, 2024, compared to \$91 million for the three months ended December 31, 2023.

BSBY cessation and the related de-designation and re-designation of interest rate swaps led to a net increase in accumulated other comprehensive income of \$27 million for the three months ended March 31, 2024, compared to a \$68 million increase for the three months ended December 31, 2023.

For more information on accumulated net losses on cash flow hedges, refer to Note 8.

Risk management hedging (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 \$13 million and \$8 million for the three-month periods ended March 31, 2024 and 2023, respectively.

#### 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. For those customer-initiated derivative contracts which were not offset or where the Corporation holds a position within the limits described above the Corporation did not recognize any net gains or losses in other noninterest income on the Consolidated Statements of Comprehensive Income for the three months ended September 30, 2023, compared to a net gain of \$1 million for the three months ended September 30, 2022. The Corporation recognized a net loss of \$1 million for the nine months ended September 30, 2023, compared to no net gains or losses for the nine months three-month periods ended September 30, 2022, March 31, 2024 and 2023.

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 Comprehensive Income. The net gains recognized in income on customer-initiated derivative instruments, net of the impact of offsetting positions included in capital markets income, were as follows:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,		Three Months Ended March 31,	
		Three Months Ended March 31,		Three Months Ended March 31,	
(in millions)					
(in millions)					
(in millions)	(in millions)	2023	2022	2023	2022
Interest rate contracts	Interest rate contracts	\$ 5	\$ 9	\$ 17	\$ 28
Interest rate contracts					
Interest rate contracts					
Energy contracts					

Energy contracts					
Energy contracts	Energy contracts	4	14	17	22
Foreign exchange contracts	Foreign exchange contracts	12	12	40	36
Foreign exchange contracts					
Foreign exchange contracts					
Total	Total	\$ 21	\$ 35	\$ 74	\$ 86
Total					
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)	(in millions)	September 30, 2023	December 31, 2022	(in millions)	March 31, 2024	December 31, 2023
Unused commitments to extend credit:	Unused commitments to extend credit:					
Commercial and other						
Commercial and other	Commercial and other	\$ 28,357	\$ 30,800			
Bankcard, revolving credit and home equity loan commitments	Bankcard, revolving credit and home equity loan commitments	4,169	4,017			
Total unused commitments to extend credit	Total unused commitments to extend credit	\$ 32,526	\$ 34,817			
Standby letters of credit	Standby letters of credit	\$ 3,521	\$ 3,712			
Commercial letters of credit	Commercial letters of credit	42	39			

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

#### Notes to Consolidated Financial Statements (unaudited)

##### Comerica Incorporated and Subsidiaries

credit losses on lending-related commitments, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, was \$42 million \$37 million and \$51 million \$40 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

#### 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 included \$39 million \$35 million at September 30, 2023 March 31, 2024 and \$44 million \$38 million at December 31, 2022 December 31, 2023 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,

23

### Notes to Consolidated Financial Statements (unaudited)

#### Comerica Incorporated and Subsidiaries

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, year. 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 \$89 million \$73 million and \$107 million \$85 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, of the \$3.6 billion and \$3.8 billion of standby and commercial letters of credit outstanding at September 30, 2023 both March 31, 2024 and December 31, 2022, respectively, December 31, 2023.

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 September 30, 2023 March 31, 2024, including \$31 million \$32 million in deferred fees and \$3 million \$2 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 September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 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)	(dollar amounts in millions)	September 30, 2023	December 31, 2022	(dollar amounts in millions)	March 31, 2024	December 31, 2023
Total criticized standby and commercial letters of credit	Total criticized standby and commercial letters of credit	\$ 52	\$ 37			
As a percentage of total outstanding standby and commercial letters of credit	As a percentage of total outstanding standby and commercial letters of credit	1.5 %	1.0 %	As a percentage of total outstanding standby and commercial letters of credit	1.1 %	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 agreements 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 billion \$1.0 billion at both March 31, 2024 and \$951 million at September 30, 2023 and December 31, 2022 December 31, 2023, respectively, and the fair value was insignificant at both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. The maximum estimated exposure to these agreements, as measured by projecting a maximum value of the guaranteed derivative instruments, assuming 100 percent default by all obligors on the maximum values, was insignificant and \$2 million at September 30, 2023 March 31, 2024 and 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 September 30, 2023 March 31, 2024, the weighted average remaining maturity of outstanding credit risk participation agreements was 4.3 4.1 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 anti-

---

**Notes to Consolidated Financial Statements (unaudited)**
**Comerica Incorporated and Subsidiaries**

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 \$13 \$12 million at both March 31, 2024 and \$12 million at September 30, 2023 and December 31, 2022 December 31, 2023, respectively.

**NOTE 6 - 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.

---

**Notes to Consolidated Financial Statements (unaudited)**
**Comerica Incorporated and Subsidiaries**

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 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 and other tax credit entities at September 30, 2023 March 31, 2024 was limited to \$482 million \$511 million and \$27 million \$1 million, respectively.

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 (\$219 218 million at September 30, 2023 March 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 Comprehensive 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 nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023.

---

**Notes to Consolidated Financial Statements (unaudited)**
**Comerica Incorporated and Subsidiaries**

The following table summarizes the impact of these tax credit investments under the proportional amortization method on the Corporation's Consolidated Statements of Comprehensive Income.



	Three Months Ended March 31,	
(in millions)	2024	
Other noninterest income:		
Amortization of other tax credit investments	\$	1
Provision for income taxes:		
Amortization of investments		19
Tax credits		(17)
Other income tax benefits related to tax credit entities		(5)
Total provision for income taxes	\$	(3)

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.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2023	2022	2023	2022
Provision for income taxes:				
Amortization of LIHTC investments	\$ 17	\$ 19	\$ 51	\$ 54
Low income housing tax credits	(16)	(18)	(48)	(51)
Other tax benefits related to tax credit entities	(5)	(5)	(15)	(14)
Total provision for income taxes	\$ (4)	\$ (4)	\$ (12)	\$ (11)

	Three Months Ended March 31,	
(in millions)	2023	
Provision for income taxes:		
Amortization of LIHTC investments	\$	17
Low income housing tax credits		(16)
Other tax benefits related to tax credit entities		(5)
Total provision for income taxes	\$	(4)

For further information on the Corporation's consolidation policy, see Note 1 to the consolidated financial statements in the Corporation's 2022 2023 Annual Report.

## Notes to Consolidated Financial Statements (unaudited)

### Comerica Incorporated and Subsidiaries

## NOTE 7 - MEDIUM- AND LONG-TERM DEBT

Medium- and long-term debt is summarized as follows:

(in millions)	(in millions)	September 30, 2023	December 31, 2022	(in millions)	March 31, 2024	December 31, 2023
Parent company	Parent company					
Subordinated notes:	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)	3.80% subordinated notes due 2026 (a)	\$ 235	\$ 237			

Medium- and long-term notes:	Medium- and long-term notes:		
3.70% notes due July 2023	—	841	
4.00% notes due 2029 (a)	4.00% notes due 2029 (a)	502	515
4.00% notes due 2029 (a)			
4.00% notes due 2029 (a)			
5.982% notes due 2030 (a)	5.982% notes due 2030 (a)		983
			—
Total medium- and long-term notes	Total medium- and long-term notes	502	1,356
Total parent company	Total parent company	737	1,593
Subsidiaries	Subsidiaries		
Subordinated notes:	Subordinated notes:		
Subordinated notes:			
Subordinated notes:			
4.00% subordinated notes due 2025 (a)	4.00% subordinated notes due 2025 (a)	331	331
7.88% subordinated notes due 2026 (a)		159	165
5.33% subordinated notes due 2033 (a)		437	459
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	Total subordinated notes	927	955
Medium- and long-term notes:	Medium- and long-term notes:		
2.50% notes due 2024 (a)	2.50% notes due 2024 (a)	484	476
Total medium- and long-term notes		484	476
Federal Home Loan Bank advances:			
2.50% notes due 2024 (a)			
2.50% notes due 2024 (a)			
FHLB advances:			
FHLB advances:			
FHLB advances:			

5.07% advance due 2025 (a)			
5.07% advance due 2025 (a)			
5.07% advance due 2025 (a)	5.07% advance due 2025 (a)	986	—
4.79% advance due 2026 (a)	4.79% advance due 2026 (a)	978	—
4.49% advance due 2027 (a)	4.49% advance due 2027 (a)	973	—
4.49% advance due 2028 (a)	4.49% advance due 2028 (a)	964	—
Total Federal Home Loan Bank advances:		3,901	—
Total FHLB advances:			
Total subsidiaries	Total subsidiaries	5,312	1,431
Total medium- and long-term debt	Total medium- and long-term debt	\$ 6,049	\$ 3,024

(a) The fixed interest rates on these notes have been swapped to a variable rate and designated in a hedging relationship. Accordingly, carrying value has been adjusted to reflect the change in the fair value of the debt as a result of changes in the benchmark rate.

24

## Notes to Consolidated Financial Statements (unaudited)

### Comerica Incorporated and Subsidiaries

Subordinated notes with remaining maturities greater than one year qualify as Tier 2 capital.

Comerica Bank (the Bank), a wholly-owned subsidiary of the Corporation, is a member of the FHLB, which provides short- and long-term funding to its members through advances collateralized by real estate-related assets. In first quarter 2023, the Bank borrowed \$4.0 billion of fixed-rate FHLB advances due between 2025 and 2028. Interest 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.

Borrowing capacity is contingent on the amount of collateral available to be pledged to the FHLB. Total At March 31, 2024, FHLB borrowings were \$8.8 billion at September 30, 2023 \$4.0 billion, which included \$4.8 billion in short-term advances. Remaining with remaining capacity for future FHLB borrowings was \$8.5 billion at September 30, 2023 borrowing of \$13.2 billion, which was secured by available real estate-related loans and investment securities collateral.

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 on the senior notes will reset on January 30, 2029 to SOFR plus 215.5 basis points until called or matured. Additionally, the Corporation entered into two fair value fixed-to-floating rate swaps in which the Corporation received a weighted average fixed rate of 3.77% and will pay a floating rate based on SOFR for the first five years.

Unamortized debt issuance costs deducted from the carrying amount of medium- and long-term debt totaled \$7 million \$12 million and \$9 \$6 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

26 25

## Notes to Consolidated Financial Statements (unaudited)

### Comerica Incorporated and Subsidiaries

## NOTE 8 - ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table presents a reconciliation of the changes in the components of accumulated other comprehensive loss (loss) income and details the components of other comprehensive loss (loss) income for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, including the amount of income tax benefit (benefit)

expense allocated to each component of other comprehensive loss. (loss) income.

		Nine Months Ended September 30,					
		Three Months Ended March 31,				Three Months Ended March 31,	
(in millions)	(in millions)	2023	2022	(in millions)	2024	2023	
<b>Accumulated net unrealized losses on investment securities:</b>	<b>Accumulated net unrealized losses on investment securities:</b>						
Balance at beginning of period, net of tax	Balance at beginning of period, net of tax	\$ (2,319)	\$ (99)				
Balance at beginning of period, net of tax							
Balance at beginning of period, net of tax							
Net unrealized losses arising during the period		(613)	(2,977)				
Less: Benefit for income taxes		(144)	(701)				
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							
Change in net unrealized losses on investment securities, net of tax							
Change in net unrealized losses on investment securities, net of tax							
Change in net unrealized losses on investment securities, net of tax	Change in net unrealized losses on investment securities, net of tax	(469)	(2,276)				
Balance at end of period, net of tax	Balance at end of period, net of tax	\$ (2,788)	\$ (2,375)				
<b>Accumulated net losses on cash flow hedges:</b>	<b>Accumulated net losses on cash flow hedges:</b>						
Balance at beginning of period, net of tax	Balance at beginning of period, net of tax	\$ (942)	\$ 55				
Net cash flow hedge losses arising during the period		(871)	(1,397)				
Less: Benefit for income taxes		(204)	(329)				
Balance at beginning of period, net of tax							
Balance at beginning of period, net of tax							
Net cash flow hedge (losses) gains arising during the period							
Less: (Benefit) provision for income taxes							
Less: (Benefit) provision for income taxes							
Less: (Benefit) provision for income taxes							

Change in net cash flow hedge losses arising during the period, net of tax	Change in net cash flow hedge losses arising during the period, net of tax	(667)	(1,068)
Less:	Less:		
Net cash flow (losses) gains included in interest and fees on loans		(432)	45
Less: (Benefit) provision for income taxes		(101)	11
Reclassification adjustment for net cash flow hedge (losses) gains included in net income, net of tax		(331)	34

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	Change in net cash flow hedge losses, net of tax	(336)	(1,102)
Balance at end of period, net of tax (a)	Balance at end of period, net of tax (a)	\$(1,278)	\$(1,047)

Accumulated defined benefit pension and other postretirement plans adjustment:	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	Balance at beginning of period, net of tax	\$ (481)	\$ (168)
--	--	----------	----------

Amounts recognized in other noninterest expenses:	Amounts recognized in other noninterest expenses:		
---	---	--	--

Amounts recognized in other noninterest expenses:	
---	--

Amounts recognized in other noninterest expenses:	
---	--

Amortization of actuarial net loss			
Amortization of actuarial net loss			
Amortization of actuarial net loss	Amortization of actuarial net loss	27	21
Amortization of prior service credit	Amortization of prior service credit	(17)	(18)
Total amounts recognized in other noninterest expenses			
Total amounts recognized in other noninterest expenses			
Total amounts recognized in other noninterest expenses	Total amounts recognized in other noninterest expenses	10	3
Less: Provision for income taxes	Less: Provision for income taxes	3	—
Adjustment for amounts recognized as components of net periodic benefit credit during the period, net of tax	Adjustment for amounts recognized as components of net periodic benefit credit during the period, net of tax	7	3
Change in defined benefit pension and other postretirement plans adjustment, net of tax	Change in defined benefit pension and other postretirement plans adjustment, net of tax	7	3
Balance at end of period, net of tax	Balance at end of period, net of tax	\$ (474)	\$ (165)
<b>Total accumulated other comprehensive loss at end of period, net of tax</b>	<b>Total accumulated other comprehensive loss at end of period, net of tax</b>	<b>\$(4,540)</b>	<b>\$(3,587)</b>

(a) The Corporation expects to reclassify **\$507 million** **\$391 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 **September 30, 2023** **March 31, 2024** levels.

#### Notes to Consolidated Financial Statements (unaudited)

Comerica Incorporated and Subsidiaries

#### NOTE 9 - NET INCOME PER COMMON SHARE

Basic and diluted net income per common share are presented in the following table.

Three Months	
Ended March	
31,	

		Three Months Ended March 31, Three Months Ended March 31,					
		Three Months Ended September 30,		Nine Months Ended September 30,			
(in millions, except per share data)							
(in millions, except per share data)							
(in millions, except per share data)	(in millions, except per share data)	2023	2022	2023	2022	2024	2023
Basic and diluted	Basic and diluted						
Net income	Net income	\$ 251	\$ 351	\$ 848	\$ 801		
Net income							
Net income							
Less:	Less:						
Income allocated to participating securities							
Income allocated to participating securities							
Income allocated to participating securities	Income allocated to participating securities	1	2	4	4		
Preferred stock dividends	Preferred stock dividends	6	6	17	17		
Net income attributable to common shares	Net income attributable to common shares	\$ 244	\$ 343	\$ 827	\$ 780		
Basic average common shares	Basic average common shares	132	131	132	131		
Basic net income per common share	Basic net income per common share	\$1.85	\$2.63	\$6.27	\$5.96		
Basic average common shares	Basic average common shares	132	131	132	131		
Dilutive common stock equivalents:	Dilutive common stock equivalents:						
Net effect of the assumed exercise of stock awards	Net effect of the assumed exercise of stock awards	1	1	1	2		
Net effect of the assumed exercise of stock awards							
Net effect of the assumed exercise of stock awards							
Diluted average common shares							
Diluted average common shares							

Diluted average common shares	Diluted average common shares	133	132	133	133
Diluted income common share	net Diluted per income common share	net per \$1.84	\$2.60	\$6.24	\$5.88

The following average shares related to outstanding options to purchase shares of common stock that were not included in the computation of diluted net income per common share because the options were anti-dilutive for the period.

		Three Months Ended March 31,			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,			
		Three Months Ended March 31,			
(average outstanding options in thousands)					
(average outstanding options in thousands)					
(average outstanding options in thousands)	(average outstanding options in thousands)	2023	2022	2023	2022
Average outstanding options	Average outstanding options	1,633	373	1,540	337
Average outstanding options					
Average outstanding options					
Range of exercise prices	Range of exercise prices	\$49.20	\$79.01	\$49.20	\$70.18
		-	-	-	-
		\$95.25	\$95.25	\$95.25	\$95.25
Range of exercise prices					
Range of exercise prices					

Notes to Consolidated Financial Statements (unaudited)  
Comerica Incorporated and Subsidiaries

NOTE 10 - EMPLOYEE BENEFIT PLANS

Net periodic defined benefit cost (credit) is comprised of service cost and other components of net benefit cost (credit). Service cost is included in salaries and benefits expense and other components of net benefit cost (credit) are included in other noninterest expenses on the Consolidated Statements of Comprehensive Income. For further information on the Corporation's employee benefit plans, refer to Note 17 to the consolidated financial statements in the Corporation's 2022 2023 Annual Report.

The components of net periodic benefit cost (credit) for the Corporation's qualified pension plan, non-qualified pension plan and postretirement benefit plan are as follows.

Qualified Defined Benefit Pension Plan	Qualified Defined Benefit Pension Plan	Three Months Ended September 30,	Nine Months Ended September 30,
Qualified Defined Benefit Pension Plan			



Qualified Defined Benefit Pension Plan					
(in millions)					
(in millions)					
(in millions)	(in millions)	2023	2022	2023	2022
Service cost	Service cost	\$ 8	\$ 9	\$ 23	\$ 28
Service cost					
Service cost					
Other components of net benefit credit:					
Other components of net benefit credit:					
Other components of net benefit credit:	Other components of net benefit credit:				
Interest cost	Interest cost	21	16	64	47
Interest cost					
Interest cost					
Expected return on plan assets					
Expected return on plan assets					
Expected return on plan assets	Expected return on plan assets	(41)	(51)	(124)	(151)
Amortization of prior service credit	Amortization of prior service credit	(3)	(4)	(10)	(11)
Amortization of prior service credit					
Amortization of prior service credit					
Amortization of net loss					
Amortization of net loss					
Amortization of net loss	Amortization of net loss	8	4	24	14
Total other components of net benefit credit	Total other components of net benefit credit	(15)	(35)	(46)	(101)
Total other components of net benefit credit					
Total other components of net benefit credit					
Net periodic defined benefit credit	Net periodic defined benefit credit	\$ (7)	\$ (26)	\$ (23)	\$ (73)
Net periodic defined benefit credit					
Net periodic defined benefit credit					
Non-Qualified Defined Benefit Pension Plan	Non-Qualified Defined Benefit Pension Plan	Three Months Ended September 30,		Nine Months Ended September 30,	
Non-Qualified Defined Benefit Pension Plan					
Non-Qualified Defined Benefit Pension Plan					
(in millions)					
(in millions)					
(in millions)	(in millions)	2023	2022	2023	2022
Service cost	Service cost	\$ 1	\$ 1	\$ 2	\$ 2
Service cost					
Service cost					
Other components of net benefit cost:					
Other components of net benefit cost:					
Other components of net benefit cost:	Other components of net benefit cost:				
Interest cost	Interest cost	2	1	6	4

Interest cost					
Interest cost					
Amortization of prior service credit					
Amortization of prior service credit					
Amortization of prior service credit	Amortization of prior service credit	(3)	(2)	(7)	(7)
Amortization of net loss	Amortization of net loss	1	3	3	7
Amortization of net loss					
Amortization of net loss					
Total other components of net benefit cost					
Total other components of net benefit cost					
Total other components of net benefit cost	Total other components of net benefit cost	—	2	2	4
Net periodic defined benefit cost	Net periodic defined benefit cost	\$ 1	\$ 3	\$ 4	\$ 6
Net periodic defined benefit cost					
Net periodic defined benefit cost					
Postretirement Benefit Plan					
Postretirement Benefit Plan	Postretirement Benefit Plan	Three Months Ended September 30,		Nine Months Ended September 30,	
Postretirement Benefit Plan					
Postretirement Benefit Plan					
(in millions)					
(in millions)					
(in millions)	(in millions)	2023	2022	2023	2022
Other components of net benefit credit:	Other components of net benefit credit:				
Interest cost	\$	1	\$ 1	\$ 1	\$ 1
Other components of net benefit credit:					
Other components of net benefit credit:					
Expected return on plan assets					
Expected return on plan assets					
Expected return on plan assets	Expected return on plan assets	(1)	(1)	(2)	(2)
Net periodic defined benefit credit	Net periodic defined benefit credit	\$ —	\$ —	\$ (1)	\$ (1)
Net periodic defined benefit credit					
Net periodic defined benefit credit					

#### NOTE 11 - INCOME TAXES AND TAX-RELATED ITEMS

Net unrecognized tax benefits were \$13 million at March 31, 2024 and \$16 million at September 30, 2023 and December 31, 2022, respectively. The Corporation anticipates that a does not anticipate any final settlements of federal or state tax issues will to result in a change of \$6 million to net unrecognized tax benefits within the next twelve months. Included The liability for tax-related interest and penalties, included in accrued expenses and other liabilities on the Consolidated Balance Sheets, was a liability for tax-related interest less than \$1 million at both March 31, 2024 and penalties of \$1 million and \$5 million at September 30, 2023 and December 31, 2022, respectively. These changes were primarily driven by a state settlement received in the first quarter of 2023.

#### Notes to Consolidated Financial Statements (unaudited)

Comerica Incorporated and Subsidiaries

December 31, 2023.

Net deferred tax assets were \$1.4 billion \$1.2 billion at September 30, 2023 March 31, 2024, compared to \$1.1 billion \$1.0 billion at December 31, 2022 December 31, 2023. The increase of \$269 \$157 million in net deferred tax assets resulted primarily from an increase to deferred tax assets related to hedging losses and an increase in the allowance for loan net unrealized losses partially offset by a decrease in deferred compensation, on investment securities available-for-sale. Included in deferred tax assets at September 30, 2023 March 31, 2024 were \$2 million of state net operating loss (NOL) carryforwards and \$5 million of federal foreign tax carryforwards, compared to \$2 million and \$4 million, respectively, at December 31, 2022, carryforwards. State NOL carryforwards expire between 2023 2024 and 2041 2042 and federal foreign tax credit carryforwards expire between 2028 and 2032. The Corporation believes that 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, increased maintains its federal valuation allowance from \$4 million at December 31, 2022 to of \$5 million at September 30, 2023 both March 31, 2024 and December 31, 2023. The Corporation maintained a state valuation allowance of \$1 million at both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. The determination regarding valuation allowance was based on evidence of loss carryback capacity, projected future reversals of existing taxable temporary differences to absorb the deferred tax assets and assumptions made regarding future events.

#### Notes to Consolidated Financial Statements (unaudited)

##### Comerica Incorporated and Subsidiaries

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) or other tax jurisdictions may review and/or challenge specific interpretive tax positions taken by the Corporation with respect to those transactions. The Corporation believes 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.

Based on current knowledge and probability assessment of various potential outcomes, the Corporation believes that 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.

#### NOTE 12 - 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. The Corporation believes it has 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 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.

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, 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 operations or cash flows.

#### Notes to Consolidated Financial Statements (unaudited)

##### Comerica Incorporated and Subsidiaries

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 \$201 million \$202 million at September 30, 2023 March 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 proceedings and regulatory matters for which such estimate can be made. For certain legal 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 the ultimate resolution of these matters, if unfavorable, may be material to the Corporation's consolidated financial condition, results of operations or cash flows.

For information regarding income tax contingencies, refer to Note 11.

NOTE 13 - 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. 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 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 September 30, 2023 March 31, 2024.

The following discussion provides information about the activities of each business segment. A discussion of the financial results and the factors impacting performance can be found in "Business Segments" in the "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, foreign exchange management services and loan syndication services, 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, student loans, home equity lines of credit and residential mortgage loans. In addition, this business segment offers a subset of commercial products and services to micro-businesses whose primary contact is small businesses who are serviced through the a team of dedicated business bankers and our branch network.

Wealth Management offers provides products and services consisting of 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, private banking, retirement services, investment management and advisory, services, investment brokerage, private banking and brokerage business transition planning services. This business segment also offers the sale of annuity products, as well as life, disability and long-term care insurance products.

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.

The Other category includes the income and expense impact of equity and cash, 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.

For further information on the methodologies which form the basis for these results refer to Note 22 to the consolidated financial statements in the Corporation's 2022 2023 Annual Report.

Business segment financial results were as follows:									
	Commercial	Retail	Wealth						
	Bank	Bank	Management	Finance	Other		Total		
(dollar amounts in millions)	Commercial Bank	(dollar amounts in millions)				Commercial Bank		Retail Bank	Wealth Management
Three Months Ended September 30, 2023	Commercial Bank		Retail Bank	Wealth Management	Finance		Other	Total	
Three Months Ended March 31, 2024									

2.40 %	0.64 %	0.88 %
--------	--------	--------

Three Months Ended March 31, 2023								
Earnings summary:	Earnings summary:							
Earnings summary:								
Earnings summary:								
Net interest income (expense)								
Net interest income (expense)								
Net interest income (expense)	Net interest income (expense)	\$ 478	\$ 188	\$ 55	\$ (22)	\$ 8	\$ 707	
Provision for credit losses	Provision for credit losses	16	2	5	—	5	28	
Noninterest income	Noninterest income	169	29	77	6	(3)	278	
Noninterest expenses	Noninterest expenses	242	170	87	—	3	502	
Provision (benefit) for income taxes	Provision (benefit) for income taxes	94	11	10	(6)	(5)	104	
Net income (loss)	Net income (loss)	\$ 295	\$ 34	\$ 30	\$ (10)	\$ 2	\$ 351	
Net charge-offs		\$ 13	\$ —	\$ —	\$ —	\$ —	\$ 13	
Net (recoveries) charge-offs								
Selected average balances:	Selected average balances:							
Assets								
Assets								
Assets	Assets	\$ 48,323	\$2,799	\$ 5,097	\$22,140	\$ 7,063	\$85,422	
Loans	Loans	44,043	2,066	4,973	—	31	51,113	
Deposits	Deposits	41,471	26,665	5,293	144	403	73,976	
Statistical data:	Statistical data:							
Return on average assets (a)	Return on average assets (a)	2.42 %	0.51 %	2.08 %	n/m	n/m	1.63 %	
Return on average assets (a)								
Return on average assets (a)								
Efficiency ratio (b)	Efficiency ratio (b)	37.54	77.00	65.86	n/m	n/m	50.75	

- (a) Return on average assets is calculated based on the greater of average assets or average liabilities and attributed equity.
- (b) Noninterest expenses as a percentage of the sum of net interest income and 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.

**Notes to Consolidated Financial Statements (unaudited)****Comerica Incorporated and Subsidiaries**

(dollar amounts in millions)

	Commercial		Retail					
Nine Months Ended September 30, 2023	Bank	Bank	Wealth Management	Finance	Other	Total		
Earnings summary:								
Net interest income (expense)	\$ 1,550	\$ 644	\$ 158	\$ (493)	\$ 71	\$ 1,930		
Provision for credit losses	80	2	(9)	—	4	77		
Noninterest income	460	89	233	93	5	880		
Noninterest expenses	757	511	297	4	72	1,641		
Provision (benefit) for income taxes	270	53	25	(101)	(3)	244		
Net income (loss)	\$ 903	\$ 167	\$ 78	\$ (303)	\$ 3	\$ 848		
Net charge-offs	\$ 1	\$ —	\$ 1	\$ —	\$ —	\$ 2		
Selected average balances:								
Assets	\$ 49,906	\$ 2,944	\$ 5,510	\$ 20,469	\$ 9,400	\$ 88,229		
Loans	46,797	2,223	5,256	—	—	54,276		
Deposits	33,204	24,394	4,200	3,858	353	66,009		
Statistical data:								
Return on average assets (a)	2.42 %	0.89 %	1.92 %	n/m	n/m	1.29 %		
Efficiency ratio (b)	37.64	69.23	75.70	n/m	n/m	58.26		
Nine Months Ended September 30, 2022								
Earnings summary:								
Net interest income (expense)	\$ 1,232	\$ 464	\$ 138	\$ (118)	\$ 8	\$ 1,724		
Provision for credit losses	1	7	11	—	8	27		
Noninterest income	461	89	226	36	(22)	790		
Noninterest expenses	712	508	259	—	(22)	1,457		
Provision (benefit) for income taxes	229	9	23	(25)	(7)	229		
Net income (loss)	\$ 751	\$ 29	\$ 71	\$ (57)	\$ 7	\$ 801		
Net charge-offs (recoveries)	\$ 24	\$ (1)	\$ (2)	\$ —	\$ —	\$ 21		
Selected average balances:								
Assets	\$ 46,992	\$ 2,791	\$ 4,974	\$ 20,831	\$ 12,852	\$ 88,440		
Loans	42,928	2,031	4,841	—	15	49,815		
Deposits	43,733	26,890	5,520	300	428	76,871		
Statistical data:								
Return on average assets (a)	2.07 %	0.15 %	1.61 %	n/m	n/m	1.21 %		
Efficiency ratio (b)	41.95	90.82	71.08	n/m	n/m	57.67		

(a) Return on average assets is calculated based on the greater of average assets or average liabilities and attributed equity.

(b) Noninterest expenses as a percentage of the sum of net interest income and 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.

n/m – not meaningful

**Notes to Consolidated Financial Statements (unaudited)****Comerica Incorporated and Subsidiaries****NOTE 14 - 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.

		Commercial	Retail	Wealth	Finance		Commercial	Retail	Wealth	Finance &	
	Commercial	Bank	Bank	Management	& Other	Total	Commercial	Bank	Bank	Management	Finance &
(in millions)	Bank	(in					(in				Total
	Bank	millions)	Commercial	Retail	Wealth	Finance	millions)	Bank	Bank	Management	Other
			Bank	Bank	Management	& Other					
Three Months Ended											
September 30, 2023						Total					
Three Months Ended March 31, 2024											
Revenue from contracts with customers:	Revenue from contracts with customers:										
Revenue from contracts with customers:	Revenue from contracts with customers:										
Card fees	Card fees										
Card fees	Card fees										
Card fees	Card fees	\$	58	\$ 12	\$ 1	\$ 71					
Fiduciary income	Fiduciary income		1	—	58	59					
Service charges on deposit accounts	Service charges on deposit accounts		32	14	1	47					
Commercial loan servicing fees (a)	Commercial loan servicing fees (a)		3	—	—	3					
Capital markets income (b)	Capital markets income (b)		4	—	—	4					
Brokerage fees	Brokerage fees		—	—	8	6					
Other noninterest income (b)	Other noninterest income (b)		—	4	7	11					
Total revenue from contracts with customers	Total revenue from contracts with customers		98	30	75	201					
Other sources of noninterest income	Other sources of noninterest income		52	1	3	94					
Total noninterest income	Total noninterest income	\$	150	\$ 31	\$ 78	\$ 295					
Three Months Ended September 30, 2022											



**Three  
Months  
Ended  
March 31,  
2023**

Revenue from contracts  
with customers:

Revenue from contracts  
with customers:

Revenue from  
contracts with  
customers:

Card fees	Card fees	\$	56	\$	10	\$	1	\$	—	\$	67
Fiduciary income			—		—		58		—		58
Service charges on deposit accounts			34		15		1		—		50
Commercial loan servicing fees (a) (c)			3		—		—		—		3
Capital markets income (b) (c)			3		—		—		—		3
Brokerage fees			—		—		6		—		6
Other noninterest income (b) (c)			1		3		7		—		11
Total revenue from contracts with customers			97		28		73		—		198
Other sources of noninterest income			72		1		4		3		80
Total noninterest income	\$		169	\$	29	\$	77	\$	3	\$	\$278

**Nine Months Ended  
September 30, 2023**

Revenue from contracts  
with customers:

**Card fees**

Card fees	Card fees	\$	175	\$	34	\$	3	\$	—	\$	\$212
Fiduciary income	Fiduciary income		1		—		178		—		179
Service charges on deposit accounts	Service charges on deposit accounts		95		41		4		—		140
Commercial loan servicing fees (a)	Commercial loan servicing fees (a)		9		—		—		—		9
Capital markets income (b)	Capital markets income (b)		12		—		—		—		12
Brokerage fees	Brokerage fees		—		—		24		(2)		22
Other noninterest income (b)	Other noninterest income (b)		1		10		20		1		32

Total revenue from contracts with customers	Total revenue from contracts with customers	293	85	229	(1)	606
Other sources of noninterest income	Other sources of noninterest income	167	4	4	99	274
Total noninterest income	Total noninterest income	\$ 460	\$ 89	\$ 233	\$ 98	\$880
<b>Nine Months Ended September 30, 2022</b>						
Revenue from contracts with customers:						
Card fees	\$ 171	\$ 31	\$ 3	\$ —		\$205
Fiduciary income	—	—	178	—		178
Service charges on deposit accounts	101	43	4	—		148
Commercial loan servicing fees (a) (c)	9	—	—	—		9
Capital markets income (b) (c)	8	—	—	—		8
Brokerage fees	—	—	14	—		14
Other noninterest income (b) (c)	3	13	18	—		34
Total revenue from contracts with customers	292	87	217	—		596
Other sources of noninterest income	169	2	9	14		194
Total noninterest income	\$ 461	\$ 89	\$ 226	\$ 14		\$790

(a) Included in commercial lending fees on the Consolidated Statements of Comprehensive 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 for the periods presented.

## ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### 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 and 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. These forward-looking statements are predicated on the beliefs and assumptions of the Corporation's management based on information known to the Corporation's management as of the date of this report and do not purport to speak as of any other date. Forward-looking statements may include descriptions of plans and objectives of the Corporation's management for future or past operations, products or services and forecasts of the Corporation's revenue, earnings or other measures of economic performance, including statements of profitability, business segments and subsidiaries as well as estimates of credit trends and global stability. Such statements reflect the view of the Corporation's management as of this date with respect to future events and are subject to risks and uncertainties. Should one or more of these risks materialize or should

underlying beliefs or assumptions prove incorrect, the Corporation's actual results could differ materially from those discussed. Factors that could cause or contribute to such differences include credit risks (changes in customer behavior; unfavorable developments concerning credit quality; and declines or other changes in the businesses or industries of the Corporation's customers); market risks (changes in monetary and fiscal policies; fluctuations in interest rates and their impact on deposit pricing; and transitions away from **LIBOR the Bloomberg Short Term Bank Yield Index** towards new interest rate benchmarks); liquidity risks (the Corporation's ability to maintain adequate sources of funding and liquidity; reductions in the Corporation's credit rating; and the interdependence of financial service **companies** **companies and their soundness**); technology risks (cybersecurity risks and heightened legislative and regulatory focus on cybersecurity and data privacy); operational risks (operational, systems or infrastructure failures; reliance on other companies to provide certain key components of business infrastructure; the impact of legal and regulatory proceedings or determinations; losses due to fraud; and controls and procedures failures); compliance risks (changes in regulation or oversight, or changes in the Corporation's status with respect to existing regulations or oversight; the effects of stringent capital requirements; and the impacts of future legislative, administrative or judicial changes to tax regulations); strategic risks (damage to the Corporation's reputation; the Corporation's ability to utilize technology to efficiently and effectively develop, market and deliver new products and services; competitive product and pricing pressures among financial institutions within the Corporation's markets; the implementation of the Corporation's strategies and business initiatives; management's ability to maintain and expand customer relationships; management's ability to retain key officers and employees; and any future strategic acquisitions or divestitures); and other general risks (changes in general economic, political or industry conditions; negative effects from inflation; the effectiveness of methods of reducing risk exposures; the effects of catastrophic events, including pandemics; physical or transition risks related to climate change; changes in accounting standards; the critical nature of the Corporation's accounting **policies; policies, processes and management estimates**; the volatility of the Corporation's stock **price** **price**; and that an investment in the Corporation's equity securities is not insured or guaranteed by the FDIC). The Corporation cautions that the foregoing list of factors is not all-inclusive. For discussion of factors that may cause actual results to differ from expectations, please refer to our filings with the Securities and Exchange Commission. In particular, please refer to "Item 1A. Risk Factors" beginning on page **13 14** of the Corporation's **2022 2023 Annual Report** and "Item 1A. Risk Factors" beginning on page **64** of this Quarterly Report on Form **10-Q 10-K** for the quarter year ended **September 30, 2023 December 31, 2023**. Forward-looking statements speak only as of the date they are made. 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. For any forward-looking statements made in this report or in any documents, the Corporation claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

## RESULTS OF OPERATIONS

In accordance with Item 303(c) of Regulation S-K, the Corporation is providing a comparison of the quarter ended **September 30, 2023 March 31, 2024** against the preceding sequential quarter. The Corporation believes providing a sequential discussion of its results of operations provides more relevant information for investors and stakeholders to understand and analyze the business. Balance sheet items are discussed in terms of average balances unless otherwise noted.

### Three Months Ended **September 30, 2023 March 31, 2024** Compared to Three Months Ended **June 30, 2023 December 31, 2023**

Three Months Ended		Three Months Ended		Three Months Ended	
(dollar amounts in millions, except per share data)	(dollar amounts in millions, except per share data)	September 30, 2023	June 30, 2023	(dollar amounts in millions, except per share data)	March 31, 2024
Net interest income	Net interest income	\$ 601	\$ 621		
Provision for credit losses	Provision for credit losses	14	33		
Noninterest income	Noninterest income	295	303		
Noninterest expenses	Noninterest expenses	555	535		
Income before income taxes	Income before income taxes	327	356		
Provision for income taxes	Provision for income taxes	76	83		
Net income	Net income	\$ 251	\$ 273		
Diluted earnings per common share	Diluted earnings per common share	\$ 1.84	\$ 2.01		

Net income for the three months ended **September 30, 2023** **March 31, 2024** was **\$251 million** **\$138 million**, a decrease an increase of **\$22 million** **\$105 million** compared to **\$273 million** **\$33 million** for the three months ended **June 30, 2023** **December 31, 2023**, driven by a \$115 million decrease of \$20 million in net interest income noninterest expenses and a **\$20 million** **\$38 million** increase in noninterest **expenses, income**, partially offset by a **\$19 million** **\$36 million** decline in **provision net interest income**. Provision for **credit losses, income taxes** was impacted by higher pre-tax income, partially offset by \$11 million in favorable discrete tax items. The discrete tax items in the first quarter of 2024 primarily reflected a \$14 million benefit resulting from changes in the combined state income tax rate applicable to deferred tax assets and liabilities, offset by \$3 million in discrete items from vested stock awards. Net income per diluted common share was **\$1.84** **\$0.98** and **\$2.01** **\$0.20** for the three months ended **September 30, 2023** **March 31, 2024** and **June 30, 2023** **December 31, 2023**, respectively, a decrease an increase of **\$0.17** **\$0.78** per diluted common share.

To enhance the Corporation's core business focus, management is taking strategic actions to prioritize relationships that are most aligned with its strategy by considering price and return profiles, deposit contributions, the nature of relationships and geography. As part of this focus, the Corporation is organically exiting the Mortgage Banker Finance business, which is expected to be largely complete by year-end 2023. Additionally, the Corporation is increasing selectivity in other lines of business while accelerating certain initiatives related to Payments, Small Business, Wealth Management and Capital Markets, which is intended to help elevate products and services tailored to meet customers' needs as well as enhance the Corporation's funding profile, revenue mix and return on capital.

36 34

#### Analysis of Net Interest Income

				Three Months Ended			
September 30, 2023				June 30, 2023			
				Three Months Ended			
				Three Months Ended			
				Three Months Ended			
				March 31, 2024			
				March 31, 2024			
				March 31, 2024			
(dollar amounts in millions)							
(dollar amounts in millions)							
(dollar amounts in millions)	(dollar amounts in millions)	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
Commercial loans (a)	Commercial loans (a)	\$ 29,721	\$ 416	5.55 %	\$ 31,663	\$ 437	5.54 %
Commercial loans (a)							
Commercial loans (a)							
Real estate construction loans							
Real estate construction loans							
Real estate construction loans	Real estate construction loans	4,294	90	8.29	3,708	75	8.11
Commercial mortgage loans	Commercial mortgage loans	13,814	257	7.38	13,801	245	7.12
Commercial mortgage loans							
Commercial mortgage loans							
Lease financing							
Lease financing							
Lease financing	Lease financing	770	11	5.56	776	10	5.21
International loans	International loans	1,241	25	7.97	1,268	24	7.80
International loans							
International loans							
Residential mortgage loans							
Residential mortgage loans							
Residential mortgage loans	Residential mortgage loans	1,915	18	3.72	1,858	16	3.40
Consumer loans	Consumer loans	2,232	45	8.10	2,294	45	7.78
Consumer loans							

Consumer loans							
Total loans (b)							
Total loans (b)							
Total loans (b)	Total loans (b)	53,987	862	6.34	55,368	852	6.18
Mortgage-backed securities (c)	Mortgage-backed securities (c)	15,205	104	2.28	16,004	106	2.28
Mortgage-backed securities (c)							
Mortgage-backed securities (c)							
U.S. Treasury securities (d)							
U.S. Treasury securities (d)							
U.S. Treasury securities (d)	U.S. Treasury securities (d)	1,676	1	0.26	1,861	2	0.44
Total investment securities	Total investment securities	16,881	105	2.10	17,865	108	2.10
Total investment securities							
Total investment securities							
Interest-bearing deposits with banks (e)							
Interest-bearing deposits with banks (e)							
Interest-bearing deposits with banks (e)	Interest-bearing deposits with banks (e)	9,737	132	5.40	8,701	110	5.11
Other short-term investments	Other short-term investments	391	4	4.00	377	4	3.75
Other short-term investments							
Other short-term investments							
Total earning assets							
Total earning assets							
Total earning assets	Total earning assets	80,996	1,103	5.21	82,311	1,074	5.07
Cash and due from banks	Cash and due from banks	1,130			1,163		
Cash and due from banks							
Cash and due from banks							
Allowance for loan losses							
Allowance for loan losses							
Allowance for loan losses	Allowance for loan losses	(684)			(642)		
Accrued income and other assets	Accrued income and other assets	7,708			7,523		
Accrued income and other assets							
Accrued income and other assets							
Total assets							
Total assets							
Total assets	Total assets	\$ 89,150			\$ 90,355		
Money market and interest-bearing checking deposits (f)	Money market and interest-bearing checking deposits (f)	\$ 26,043	178	2.70	\$ 24,177	132	2.17
Money market and interest-bearing checking deposits (f)							
Money market and interest-bearing checking deposits (f)							
Savings deposits							
Savings deposits							

Savings deposits	Savings deposits	2,640	2	0.23	2,877	2	0.21
Customer certificates of deposit	Customer certificates of deposit	3,049	24	3.08	2,306	12	2.20
Customer certificates of deposit							
Customer certificates of deposit							
Other time deposits							
Other time deposits							
Other time deposits	Other time deposits	5,121	67	5.21	4,395	54	4.98
Foreign office time deposits	Foreign office time deposits	14	—	4.34	18	1	4.03
Foreign office time deposits							
Foreign office time deposits							
Total interest-bearing deposits							
Total interest-bearing deposits							
Total interest-bearing deposits	Total interest-bearing deposits	36,867	271	2.90	33,773	201	2.37
Federal funds purchased	Federal funds purchased	11	—	5.31	9	—	5.00
Federal funds purchased							
Federal funds purchased							
Other short-term borrowings							
Other short-term borrowings							
Other short-term borrowings	Other short-term borrowings	8,836	125	5.60	10,559	142	5.39
Medium- and long-term debt	Medium- and long-term debt	6,383	106	6.64	7,073	110	6.24
Medium- and long-term debt							
Medium- and long-term debt							
Total interest-bearing sources							
Total interest-bearing sources							
Total interest-bearing sources	Total interest-bearing sources	52,097	502	3.81	51,414	453	3.52
Noninterest-bearing deposits	Noninterest-bearing deposits	29,016			30,559		
Noninterest-bearing deposits							
Noninterest-bearing deposits							
Accrued expenses and other liabilities							
Accrued expenses and other liabilities							
Accrued expenses and other liabilities	Accrued expenses and other liabilities	2,659			2,444		
Shareholders' equity	Shareholders' equity	5,378			5,938		
Shareholders' equity							
Shareholders' equity							
Total liabilities and shareholders' equity							
Total liabilities and shareholders' equity							
Total liabilities and shareholders' equity	Total liabilities and shareholders' equity	\$ 89,150			\$ 90,355		
Net interest income/rate spread	Net interest income/rate spread		\$ 601	1.40		\$ 621	1.55
Net interest income/rate spread							
Net interest income/rate spread							

Impact of net noninterest-bearing sources of funds			
Impact of net noninterest-bearing sources of funds			
Impact of net noninterest-bearing sources of funds	Impact of net noninterest-bearing sources of funds	1.44	1.38
Net interest margin (as a percentage of average earning assets)	Net interest margin (as a percentage of average earning assets)	2.84 %	2.93 %
Net interest margin (as a percentage of average earning assets)			
Net interest margin (as a percentage of average earning assets)			

- (a) Interest income on commercial loans included \$163 million and \$150 million net expense from cash flow swaps of business loan swap expense \$170 million for both the three months ended September 30, 2023 March 31, 2024 and June 30, 2023, respectively. December 31, 2023.
- (b) Nonaccrual loans are included in average balances reported and in the calculation of average rates.
- (c) Average balances included \$3.1 billion \$2.9 billion and \$2.7 billion \$3.4 billion of unrealized losses for the three months ended September 30, 2023 March 31, 2024 and June 30, 2023 December 31, 2023, respectively; yields calculated gross of these unrealized losses.
- (d) Average balances included \$115 million \$71 million and \$117 million \$94 million of unrealized losses for the three months ended September 30, 2023 March 31, 2024 and June 30, 2023 December 31, 2023, respectively; yields calculated gross of these unrealized losses.
- (e) Average balances included \$59 million \$2 million and \$46 million \$14 million of collateral posted and netted against derivative liability positions for the three months ended September 30, 2023 March 31, 2024 and June 30, 2023 December 31, 2023, respectively; yields calculated gross of derivative netting amounts.
- (f) Average balances excluded \$161 million \$130 million and \$231 million \$141 million of collateral received and netted against derivative asset positions for the three months ended September 30, 2023 March 31, 2024 and June 30, 2023 December 31, 2023, respectively; rates calculated gross of derivative netting amounts.

37 35

Rate/Volume Analysis

Three Months Ended			
September 30, 2023/June 30, 2023			
Three Months Ended			
March 31, 2024/December 31, 2023			
March 31, 2024/December 31, 2023			
March 31, 2024/December 31, 2023			
(in millions)			
(in millions)			
(in millions)	(in millions)	(Decrease) Increase Due to Volume (a)	Net Increase (Decrease)
Interest Income:	Interest Income:		
Interest Income:			
Interest Income:			
Loans			
Loans			
Loans	Loans	\$ 36	\$ (26) \$ 10
Investment securities	Investment securities	(1)	(2) (3)
Investment securities			
Investment securities			
Interest-bearing deposits with banks			
Interest-bearing deposits with banks			

Interest-bearing deposits with banks	Interest-bearing deposits with banks	8	14	22
Total interest income	Total interest income	43	(14)	29
Total interest income				
Total interest income				
Interest Expense:				
Interest Expense:	Interest Expense:			
Interest-bearing deposits	Interest-bearing deposits	34	36	70
Interest-bearing deposits				
Interest-bearing deposits				
Short-term borrowings				
Short-term borrowings				
Short-term borrowings	Short-term borrowings	7	(24)	(17)
Medium- and long-term debt	Medium- and long-term debt	1	(5)	(4)
Medium- and long-term debt				
Medium- and long-term debt				
Total interest expense				
Total interest expense				
Total interest expense	Total interest expense	42	7	49
Net interest income	Net interest income	\$ 1	\$ (21)	\$ (20)
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 decreased \$20 million \$36 million to \$601 million \$548 million for the three months ended September 30, 2023 March 31, 2024, compared to \$621 million \$584 million for the three months ended June 30, 2023 December 31, 2023, while net interest margin was 2.80 percent for the three months ended March 31, 2024, a decrease of 11 basis points from 2.91 percent for the three months ended December 31, 2023. The decrease in net interest income and net interest margin reflected an increase of \$3.1 billion in interest-bearing deposits and a \$1.4 billion decline in average loan balances, higher deposit costs, an \$833 million increase in medium- and long-term debt and the impact of one less day in the quarter, partially offset by a reduction of \$2.4 \$1.4 billion decline in borrowings (primarily short-term FHLB advances and senior debt) as well as a \$1.0 \$1.1 billion increase in deposits held with the Federal Reserve Bank. Net interest margin was 2.84 percent for the three months ended September 30, 2023, a decrease of 9 basis points from 2.93 percent for the three months ended June 30, 2023, mostly reflecting higher-cost funding sources.

For further discussion of the effects of market rates on net interest income, refer to the "Market and Liquidity Risk" section of this financial review.

#### Provision for Credit Losses

The provision for credit losses, which includes the provision for loan losses and the provision for credit losses on lending-related commitments, decreased \$19 million increased \$2 million to \$14 million for the three months ended September 30, 2023 March 31, 2024, compared to \$33 million \$12 million for the three months ended June 30, 2023 December 31, 2023. While the economic forecast improved slightly from the prior quarter, the economic outlook as The allowance for credit losses remained stable at \$728 million and increased 3 basis points to 1.43% of September 30, 2023 remained uncertain, which, along with lower loan volumes, total loans, reflecting credit migration and changes in portfolio composition and credit migration, resulted in an increase in the allowance for credit losses to 1.38% of total loans, or \$736 million, at September 30, 2023, as well as a slightly improved economic outlook. Net loan charge-offs were \$6 million \$14 million for the three months ended September 30, 2023 March 31, 2024, compared to net recoveries of \$2 million \$20 million for the three months ended June 30, 2023, as increases in general Middle Market and Business Banking net charge-offs were partially offset by an increase in Corporate Banking net recoveries. December 31, 2023. The provision for credit losses on lending-related commitments was a benefit of \$3 million for the three months ended March 31, 2024, compared to a benefit of \$2 million for the three months ended September 30, 2023, compared to a benefit of \$8 million for the three months ended June 30, 2023 December 31, 2023.

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.



# Noninterest Income

		Three Months Ended					
		Three Months Ended				Three Months Ended	
(in millions)	(in millions)	September 30, 2023	June 30, 2023	(in millions)	March 31, 2024	December 31, 2023	
Card fees	Card fees	\$ 71	\$ 72				
Fiduciary income		59	62				
Fiduciary income (a)							
Service charges on deposit accounts	Service charges on deposit accounts	47	47				
Capital markets income	Capital markets income	35	39				
Commercial lending fees	Commercial lending fees	19	18				
Letter of credit fees							
Bank-owned life insurance	Bank-owned life insurance	12	14				
Letter of credit fees		10	11				
Brokerage fees		6	8				
Brokerage fees (a)							
Other noninterest income (a)		36	32				
Risk management hedging loss							
Risk management hedging loss							
Risk management hedging loss							
Other noninterest income (a), (b)							
Total noninterest income	Total noninterest income	\$ 295	\$ 303				

(a) Results for the fourth quarter of 2023 include changes in presentation consistent with contractual terms with new investment program partner resulting in a net \$2 million increase to brokerage fees with corresponding decreases of \$2 million each in fiduciary income, other noninterest income and commission costs (recorded within salaries and benefits expense).

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

Noninterest income decreased \$8 million increased \$38 million to \$295 million \$236 million for the three months ended September 30, 2023 March 31, 2024, reflecting which reflected a decline in risk management hedging losses, \$53 million of which related to Bloomberg Short-Term Bank Yield Index (BSBY) cessation, partially offset by a decrease in price alignment income received for centrally cleared risk management positions, as well as decreases in deferred compensation asset returns (offset in noninterest expenses) fiduciary income (lower personal trust fees), capital markets income (related (reduced derivative income) and card fees (lower processing volumes). Refer to reduced derivative income), fiduciary income the "BSBY Cessation" subheading in the "Market and smaller decreases in other categories, partially offset by an increase in risk management hedging income.

The following table presents certain categories included in other Liquidity Risk" section of this financial review, as well as Note 5 to the consolidated financial statements, for further discussion of de-designated interest rate hedges. Other noninterest income on is detailed in the Consolidated Statements of Comprehensive Income, table below.

		Three Months Ended					
		Three Months Ended				Three Months Ended	
(in millions)	(in millions)	September 30, 2023	June 30, 2023	(in millions)	March 31, 2024	December 31, 2023	
Risk management hedging income		\$ 17	\$ 7				
Deferred compensation asset returns (a)							

FHLB and FRB stock dividends	FHLB and FRB stock dividends	10	10
Insurance commissions			
Securities trading income	Securities trading income	4	4
Insurance commissions		3	3
Deferred compensation asset returns (a)		(3)	4
All other noninterest income		5	4
All other noninterest income (b)			
Other noninterest income	Other noninterest income	\$ 36	\$32

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

(b) 2024 period included a \$5 million negotiated vendor payment.

#### Noninterest Expenses

		Three Months Ended			
		Three Months Ended		Three Months Ended	
(in millions)	(in millions)	September 30, 2023	June 30, 2023	(in millions)	March 31, 2024
Salaries and benefits expense	Salaries and benefits expense	\$ 315	\$306		
Outside processing fee expense	Outside processing fee expense	75	68		
Software expense	Software expense	44	43		
Occupancy expense	Occupancy expense	44	41		
FDIC insurance expense	FDIC insurance expense	19	16		
Equipment expense	Equipment expense	12	12		
Advertising expense	Advertising expense	12	10		
Other noninterest expenses	Other noninterest expenses	34	39		
Total noninterest expenses	Total noninterest expenses	\$ 555	\$535		

Noninterest expenses increased \$20 million decreased \$115 million to \$555 million \$603 million, primarily driven by increases which included decreases in FDIC insurance, salaries and benefits, expense, advertising, outside processing fee and equipment expenses. The decrease in FDIC insurance expense occupancy primarily related to the special assessment approved by the FDIC Board of Directors in November 2023 to recover the loss to the Deposit Insurance Fund (DIF) following the 2023 failures of Silicon Valley Bank and Signature Bank. The Corporation recorded \$109 million of expense related to this assessment in the fourth quarter of 2023, and recorded an additional \$16 million of expense in the first quarter of 2024 after the FDIC insurance indicated in February 2024 that it now expects a larger loss to the DIF than originally estimated and that it plans to provide institutions with an updated estimate of their total special assessment amount with its first quarter 2024 special assessment invoice, to be released in June 2024.

Salaries and benefits expense included a \$29 million decrease in total severance costs, which were recorded in the fourth quarter of 2023 and primarily related to initiatives expected to calibrate expenses to enhance earnings power while creating capacity for strategic and risk management initiatives, and temporary labor, and was also impacted by seasonal items including increases in annual stock-based compensation, payroll taxes and 401-K expense, partially offset by a decrease in other staff insurance.

Other noninterest expenses. Salaries expenses included decreases in non-salary pension expense, legal fees and benefits expense included increases of \$8 million consulting expenses, as well as smaller declines in temporary labor, \$4 million in incentive compensation and \$3 million in stock-based compensation, partially various categories, offset by decreases of \$7 million an \$18 million reduction in deferred compensation expense (offset in other noninterest income) and \$3 million in severance costs. The decrease in other noninterest expenses was primarily due to \$21 million in gains (losses) on the sale of bank-owned real estate and a \$5 million decrease in legal fees, partially offset by increases of \$10 million in litigation and regulatory-related expenses, \$9 million in consulting expenses and \$5 million in operational losses.

Expenses included a net gain of \$14 million for related to certain modernization initiatives which was comprised of to transform the above-referenced \$21 million in gains on the sale of bank-owned real estate (reported in other noninterest expenses), partially offset by \$2 million in Technology-related contract labor (reported in salaries retail banking delivery model, align corporation facilities and benefits expense), \$2 million in corporate facilities costs (reported in occupancy expense) and \$3 million related to the transition for Ameriprise Financial to become the Corporation's investment program provider (reported in other noninterest expenses), optimize technology platforms.

Nine Three Months Ended September 30, 2023 March 31, 2024 Compared to Nine Three Months Ended September 30, 2022 March 31, 2023

		Nine Months Ended September 30,					
				Three Months Ended March 31,		Three Months Ended March 31,	
(dollar amounts in millions, except per share data)	(dollar amounts in millions, except per share data)	2023	2022	(dollar amounts in millions, except per share data)		2024	2023
Net interest income	Net interest income	\$1,930	\$1,724				
Provision for credit losses	Provision for credit losses	77	27				
Noninterest income	Noninterest income	880	790				
Noninterest expenses	Noninterest expenses	1,641	1,457				
Income before income taxes	Income before income taxes	1,092	1,030				
Provision for income taxes	Provision for income taxes	244	229				
Net income	Net income	\$ 848	\$ 801				
Diluted earnings per common share	Diluted earnings per common share	\$ 6.24	\$ 5.88				

Net income increased \$47 million decreased \$186 million compared to \$848 million for the nine three months ended September 30, 2023 March 31, 2023, compared to \$801 million for the nine months ended September 30, 2022, primarily driven by increases a decline in net interest income reflecting increased balances of interest-bearing deposits and higher cost funding sources, as well as a decline in noninterest income partially offset by and higher noninterest expenses and an increase in provision for credit losses. expenses. Net income per diluted common share increased \$0.36 decreased \$1.41 to \$6.24 \$0.98 for the nine three months ended September 30, 2023 March 31, 2024, compared to \$5.88 \$2.39 for the nine three months ended September 30, 2022 March 31, 2023.

40 38

#### Analysis of Net Interest Income

		Nine Months Ended														Three Months Ended	
		September 30, 2023			September 30, 2022											March 31, 2023	
		Three Months Ended														March 31, 2023	
		March 31, 2024														March 31, 2024	
(dollar amounts in millions)	(dollar amounts in millions)	Average Balance	Average Interest	Average Rate	Average Balance	Average Interest	Average Rate	(dollar amounts in millions)	Average Balance	Average Interest	Average Rate	Average Balance	Average Interest	Average Rate			
Commercial loans (a)	Commercial loans (a)	\$30,631	\$1,263	5.52 %	\$29,597	\$ 876	3.96 %	Commercial loans (a)	\$26,451	\$ 348	5.30 %	\$30,517	\$ 410	5.44 %			
Real estate construction loans	Real estate construction loans	3,786	228	8.05	2,482	81	4.36										
Commercial mortgage loans	Commercial mortgage loans	13,694	723	7.06	11,927	324	3.63										
Lease financing	Lease financing	770	25	4.24	656	13	2.65										
International loans	International loans	1,245	73	7.89	1,252	36	3.88										
Residential mortgage loans	Residential mortgage loans	1,869	49	3.47	1,773	41	3.05										
Consumer loans	Consumer loans	2,281	130	7.65	2,128	63	3.98										
Total loans (b)	Total loans (b)	54,276	2,491	6.14	49,815	1,434	3.85										
Mortgage-backed securities (c)	Mortgage-backed securities (c)	15,865	318	2.28	16,140	274	2.08										
U.S. Treasury securities (d)	U.S. Treasury securities (d)	1,966	8	0.53	2,837	22	0.98										
Total investment securities	Total investment securities	17,831	326	2.10	18,977	296	1.93										
Interest-bearing deposits with banks (e)	Interest-bearing deposits with banks (e)	7,815	300	5.14	11,232	65	0.72										
Other short-term investments	Other short-term investments	319	9	3.57	177	1	0.59										
Total earning assets	Total earning assets	80,241	3,126	5.03	80,201	1,796	2.90										
Cash and due from banks	Cash and due from banks	1,251			1,466												
Allowance for loan losses	Allowance for loan losses	(646)			(566)												

Allowance for loan losses							
Allowance for loan losses							
Accrued income and other assets							
Accrued income and other assets							
Accrued income and other assets	Accrued income and other assets	7,383			7,339		
Total assets	Total assets	\$88,229			\$88,440		
Total assets							
Total assets							
Money market and interest-bearing checking deposits (f)							
Money market and interest-bearing checking deposits (f)							
Money market and interest-bearing checking deposits (f)	Money market and interest-bearing checking deposits (f)	\$25,519			\$29,036		
			419	2.18		21	0.10
Savings deposits	Savings deposits	2,886	5	0.20	3,303	1	0.03
Customer certificates of deposit	Customer certificates of deposit	2,414	42	2.35	1,775	2	0.19
Other time deposits	Other time deposits	3,247	123	5.08	—	—	—
Foreign office time deposits	Foreign office time deposits	27	1	3.90	44	—	0.63
Total interest-bearing deposits	Total interest-bearing deposits	34,093	590	2.30	34,158	24	0.10
Federal funds purchased	Federal funds purchased	34	1	4.68	28	1	2.37
Other short-term borrowings	Other short-term borrowings	8,268	332	5.37	22	—	3.04
Medium- and long-term debt	Medium- and long-term debt	5,772	273	6.31	2,750	47	2.26
Medium- and long-term debt							
Medium- and long-term debt							
Total interest-bearing sources	Total interest-bearing sources	48,167	1,196	3.30	36,958	72	0.26
Noninterest-bearing deposits	Noninterest-bearing deposits	31,916			42,713		
Accrued expenses and other liabilities	Accrued expenses and other liabilities	2,466			1,923		
Accrued expenses and other liabilities							
Accrued expenses and other liabilities							
Shareholders' equity							
Shareholders' equity							
Shareholders' equity	Shareholders' equity	5,680			6,846		

Total liabilities and shareholders' equity	Total liabilities and shareholders' equity	\$88,229		\$88,440	
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	Net interest income/rate spread	\$1,930	1.73	\$1,724	2.64
Impact of net noninterest-bearing sources of funds	Impact of net noninterest-bearing sources of funds		1.38		0.14
Net interest margin (as a percentage of average earning assets)	Net interest margin (as a percentage of average earning assets)		3.11 %		2.78 %
				Net interest margin (as a percentage of average earning assets)	2.80 %
					3.57 %

(a) Interest income on commercial loans included \$(432) million net expense from cash flow swaps of \$170 million and \$45 million of business loan swap (expense) income \$119 million for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively.

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

(c) Average balances included \$2.8 billion \$2.9 billion and \$1.4 billion \$2.6 billion of unrealized losses for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively; yields calculated gross of these unrealized losses.

(d) Average balances included \$122 \$71 million and \$103 \$135 million of unrealized losses for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, respectively; yields calculated gross of these unrealized gains and losses.

(e) Average balances included \$2 million and excluded \$996 \$101 million of collateral posted and netted against derivative liability positions for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, yields calculated gross of derivative netting amounts.

(f) Average balances excluded \$213 \$130 million and \$110 \$35 million of collateral received and netted against derivative asset positions for the nine three months ended September 30, 2023 March 31, 2024 and 2022, 2023, rates calculated gross of derivative netting amounts.

41 39

## Rate/Volume Analysis

Nine Months Ended				
September 30, 2023/September 30, 2022				
Three Months Ended				
March 31, 2024/March 31, 2023				
March 31, 2024/March 31, 2023				
March 31, 2024/March 31, 2023				
(in millions)				
(in millions)				
(in millions)	(in millions)	Increase Due to Rate (a)	Increase (Decrease) Due to Volume (a)	Net Increase
Interest Income:	Interest Income:			
Interest Income:				
Interest Income:				
Loans				
Loans				
Loans	Loans	\$ 819	\$ 238	\$ 1,057

Investment securities	Investment securities	2	28	30
Investment securities				
Investment securities				
Interest-bearing deposits with banks				
Interest-bearing deposits with banks				
Interest-bearing deposits with banks	Interest-bearing deposits with banks	399	(164)	235
Other short-term investments	Other short-term investments	4	4	8
Other short-term investments				
Other short-term investments				
Total interest income				
Total interest income				
Total interest income	Total interest income	1,224	106	1,330
Interest Expense:	Interest Expense:			
Interest Expense:				
Interest Expense:				
Interest-bearing deposits				
Interest-bearing deposits				
Interest-bearing deposits	Interest-bearing deposits	403	163	566
Short-term borrowings	Short-term borrowings	1	331	332
Short-term borrowings				
Short-term borrowings				
Medium- and long-term debt				
Medium- and long-term debt				
Medium- and long-term debt	Medium- and long-term debt	112	114	226
Total interest expense	Total interest expense	516	608	1,124
Total interest expense				
Total interest expense				
Net interest income	Net interest income	\$ 708	\$ (502)	\$ 206
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 was \$1.9 billion for the nine months ended September 30, 2023, an increase of \$206 million decreased \$160 million compared to the nine three months ended September 30, 2022. The March 31, 2023, and net interest margin decreased 77 basis points, driven by a \$7.3 billion increase in net interest income reflected interest-bearing deposits, higher short-term rates funding costs and \$4.5 billion a \$2.1 billion decline in loan growth, balances, partially offset by an \$11.3 billion a \$2.7 billion increase in borrowings (mostly FHLB advances), a \$3.3 billion decline in deposits with the Federal Reserve Bank and a shift to higher-cost deposits. Net interest margin was 3.11 percent for the nine months ended September 30, 2023, an increase of 33 basis points compared to 2.78 percent for the comparable period in 2022, mostly due to the impact of higher short-term rates, partially offset by higher-cost funding sources.

Bank. For further discussion of the effects of market rates on net interest income, refer to the "Market and Liquidity Risk" section of this financial review.

#### Provision for Credit Losses

The provision for credit losses was \$77 million for decreased \$16 million compared to the nine three months ended September 30, 2023 March 31, 2023, compared to \$27 million while the allowance for the nine months ended September 30, 2022, credit losses increased \$35 million and 17 basis points as a percentage of total loans, reflecting loan growth, a moderate weakening credit migration and changes in the portfolio composition as well as an improved economic outlook and credit migration. Net loan charge-offs were \$2 million \$14 million for the nine three months ended September 30, 2023, compared to \$21 million for the nine months ended September 30, 2022. General Middle Market net recoveries totaled \$11 million for the nine months ended September 30, 2023 March 31, 2024, compared to net charge-offs recoveries of \$15 million \$2 million for the nine three months ended September 30, 2022 March 31, 2023, which was partially offset primarily driven by an increase in Business Banking net charge-offs. Provision for credit losses on

lending-related commitments was a benefit of \$9 million for the nine months ended September 30, 2023, compared to an expense of \$18 million for the nine months ended September 30, 2022.

**general Middle Market.** An analysis of the allowance for credit losses and nonperforming assets is presented under the "Credit Risk" subheading in the "Risk Management" section of this financial review.

42 40

#### Noninterest Income

		Nine Months Ended September 30,					
				Three Months Ended March 31,		Three Months Ended March 31,	
(in millions)	(in millions)	2023	2022	(in millions)	2024	2023	
Card fees	Card fees	\$212	\$205				
Fiduciary income		179	178				
Fiduciary income (a)							
Service charges on deposit accounts	Service charges on deposit accounts	140	148				
Capital markets income (a)		113	120				
Commercial lending fees (a)		55	50				
Capital markets income							
Commercial lending fees							
Letter of credit fees							
Bank-owned life insurance	Bank-owned life insurance	36	37				
Letter of credit fees		31	28				
Brokerage fees		22	14				
Brokerage fees (a)							
Risk management hedging (loss) income							
Risk management hedging (loss) income							
Risk management hedging (loss) income							
Other noninterest income (a), (b)	Other noninterest income (a), (b)	92	10				



Total noninterest income	Total noninterest income \$880 \$790
--------------------------	--------------------------------------

(a) Effective January 1, 2023, Results for 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 2024 period include changes in presentation do not impact total consistent with contractual terms with new investment program partner beginning in November 2023 resulting in a net \$3 million increase to brokerage fees with corresponding decreases of \$4 million, \$5 million and \$6 million in fiduciary income, other noninterest income, income and commission costs (recorded within salaries and benefits expense), respectively.

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

Noninterest income increased \$90 million to \$880 million decreased \$46 million, which included increases in other noninterest income, brokerage fees (higher money market funds revenue), card fees (higher processing volumes) and loan commitment fees (a component of commercial lending fees), partially offset by decreases in service charges on deposit accounts and capital markets income (customer derivative income). Other noninterest income included increases reflected \$39 million in risk management hedging losses related to BSBY cessation, partially offset by an increase in price alignment income FHLB and FRB stock dividends and deferred compensation asset returns (offset received for centrally cleared risk management positions, as well as a decrease in capital markets income due to reduced derivative income. Other noninterest expenses). income for the 2024 period included an increase related to a \$5 million negotiated vendor payment, while other noninterest income for the 2023 period was reduced by a \$5 million valuation reserve established for assets held for sale.

The following table presents certain categories included in other noninterest income on the Consolidated Statements of Comprehensive Income.

		Nine Months Ended September 30,		Three Months Ended March 31,		Three Months Ended March 31,	
(in millions)	(in millions)	2023	2022	(in millions)	2024	(in millions)	2023
Risk management hedging income		\$32	\$—				
Deferred compensation asset returns (a)							
FHLB and FRB stock dividends	FHLB and FRB stock dividends	24	2				
Securities trading income	Securities trading income	12	9				
Insurance commissions	Insurance commissions	10	10				
Deferred compensation asset returns (a)		5	(24)				
All other noninterest income	All other noninterest income	9	13				
Other noninterest income	Other noninterest income	\$92	\$10				

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

#### Noninterest Expenses

		Nine Months Ended September 30,		Three Months Ended March 31,		Three Months Ended March 31,	
(in millions)	(in millions)	2023	2022	(in millions)	2024	(in millions)	2023

Salaries and benefits expense	Salaries and benefits expense	\$ 947	\$ 890
Outside processing fee expense	Outside processing fee expense	207	188
Software expense	Software expense	127	120
Occupancy expense	Occupancy expense	126	122
FDIC insurance expense	FDIC insurance expense	48	24
Equipment expense	Equipment expense	36	36
Advertising expense	Advertising expense	30	24
Other noninterest expenses	Other noninterest expenses	120	53
Total noninterest expenses	Total noninterest expenses	\$1,641	\$1,457

Noninterest expenses increased \$184 million to \$1.6 billion \$52 million primarily due to increases in other noninterest expenses, FDIC insurance (related to special assessment), salaries and benefits, expense, FDIC insurance expense and outside processing fee expense, and software expenses, partially offset by a decrease in other noninterest expenses. The increase in salaries and benefits expense was driven by higher deferred compensation expense (offset in other noninterest income), the impact of annual merit-based salary increases and staff additions related to strategic revenue-building as well as higher temporary labor, partially offset by lower severance costs. Other noninterest expenses included decreases in non-salary pension expense and technology initiatives litigation-related expenses as well as a return to a more normalized staff vacancy rate, contract termination cost recorded in the 2023 period, partially offset by a decrease in incentive compensation. Other noninterest expenses included increases in non-salary pension expense, legal higher consulting fees and litigation and regulatory-related expenses, partially offset by gains on sale of real estate, a refund related to a favorable state tax ruling recorded in the 2023 period.

43 41

## 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 Other category includes 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 13 to the consolidated financial statements describes the business activities of each business segment and presents financial results of the business segments for the three- and nine-month three-month periods ended September 30, 2023 March 31, 2024 and 2022, 2023.

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 organizational structure and/or product lines. Note 22 to the consolidated financial statements in the Corporation's 2022 2023 Annual Report describes the Corporation's segment reporting methodology.

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.

### Business Segments

The following sections present a summary of the performance of each of the Corporation's business segments for the nine three months ended September 30, 2023 March 31, 2024 compared to the same period in the prior year.

## Commercial Bank

(dollar amounts in millions)	Nine Months Ended September 30,			Percent Change			
	2023	2022	Change				
Earnings summary:							
Net interest income	\$	1,550	\$	1,232	\$	318	26 %
Provision for credit losses		80		1		79	n/m
Noninterest income		460		461		(1)	—
Noninterest expenses		757		712		45	6
Provision for income taxes		270		229		41	18
Net income	\$	903	\$	751	\$	152	20 %
Net charge-offs	\$	1	\$	24	\$	(23)	(95)
Selected average balances:							
Loans (a)	\$	46,797	\$	42,928	\$	3,869	9 %
Deposits		33,204		43,733		(10,529)	(24)

(a) Included PPP loans with average balances of \$17 million and \$126 million for the nine months ended September 30, 2023 and 2022, respectively.

(dollar amounts in millions)	Three Months Ended March 31,			Percent
	2024	2023	Change	Change
Earnings summary:				
Net interest income	\$ 477	\$ 540	\$ (63)	(12)%
Provision for credit losses	16	26	(10)	(40)
Noninterest income	148	153	(5)	(4)
Noninterest expenses	275	251	24	9
Provision for income taxes	56	90	(34)	(38)
Net income	\$ 278	\$ 326	\$ (48)	(15)%
Net charge-offs (recoveries)	\$ 14	\$ (2)	\$ 16	n/m
Selected average balances:				
Loans	\$ 43,911	\$ 46,065	\$ (2,154)	(5)%
Deposits	32,212	36,767	(4,555)	(12)

n/m - not meaningful

Average loans increased \$4 billion decreased \$2.2 billion, with and included decreases in general Middle Market and Equity Fund Services, as well as Mortgage Banker Finance due to the substantially complete exit from this line of business, partially offset by increases in Commercial Real Estate and National Dealer Services and Corporate Banking. These increases were partially offset by a decrease in Mortgage Banker Finance, as the Corporation is organically exiting the Mortgage Banker Finance business, which is expected to be largely complete by year-end 2023. Services. Average deposits decreased \$11 billion \$4.6 billion, with declines in all deposit categories with the exception of savings deposits. This decline was primarily driven by decreases in lower noninterest-bearing and money market deposits, with the largest declines in general Middle Market

44

(primarily Financial Institutions and California-based Middle Market lending), Technology and Life Sciences, Business Banking, Corporate Banking, National Dealer Services Energy, general Middle Market (primarily Financial Institutions) and Commercial Real Estate.

The Commercial Bank's net income increased \$152 million decreased \$48 million to \$278 million. Net interest income increased \$318 million decreased \$63 million due to higher FTP crediting rates interest expense on deposits related to the increase in short-term interest rates, as well as and higher allocated net FTP charges, partially offset by an increase in loan income, partially offset by higher allocated net FTP charges. income. The provision for credit losses increased to \$80 million from \$1 million decreased \$10 million, reflecting increases credit migration and changes in Commercial Real Estate, portfolio composition as well

42

as an improved economic outlook. Net charge-offs increased \$16 million to \$14 million, primarily due to general Middle Market. Noninterest income decreased \$5 million primarily due to lower capital markets income and Business Banking, card fees, partially offset by a decrease in Technology and Life Sciences. Net charge-offs decreased \$23 million to \$1 million, primarily due to net recoveries in general Middle Market, partially offset by net charge-offs in Business Banking. Noninterest income was relatively stable, \$5 million negotiated vendor payment, while noninterest expenses increased \$45 million \$24 million, primarily reflecting increases in salaries and benefits expense and FDIC insurance expense outside processing fee expense, legal fees (related to special assessment), partially offset by lower operational losses and litigation and regulatory-related expenses.

#### Retail Bank

	Nine Months Ended September 30,				Percent		
(dollar amounts in millions)	2023	2022		Change	Change		
<b>Earnings summary:</b>							
Net interest income	\$	644	\$	464	\$	180	39 %
Provision for credit losses		2		7		(5)	(73)
Noninterest income		89		89		—	—
Noninterest expenses		511		508		3	1
Provision for income taxes		53		9		44	n/m
Net income	\$	167	\$	29	\$	138	n/m
Net charge-offs (recoveries)	\$	—	\$	(1)	\$	1	n/m
<b>Selected average balances:</b>							
Loans (a)	\$	2,223	\$	2,031	\$	192	9 %
Deposits		24,394		26,890		(2,496)	(9)

(a) Included PPP loans with average balances of \$4 million and \$38 million for the nine months ended September 30, 2023 and 2022, respectively.

(dollar amounts in millions)	Three Months Ended March 31,			Percent Change			
	2024	2023	Change				
Earnings summary:							
Net interest income	\$	200	\$	223	\$	(23)	(10)%
Provision for credit losses		(1)		7		(8)	n/m
Noninterest income		28		28		—	—
Noninterest expenses		182		165		17	10
Provision for income taxes		8		19		(11)	(58)
Net income	\$	39	\$	60	\$	(21)	(34)
Selected average balances:							
Loans	\$	2,297	\$	2,202	\$	95	4 %
Deposits		24,384		25,156		(772)	(3)

n/m - not meaningful

Average loans increased \$192 million \$95 million, while average deposits decreased \$2.5 billion \$772 million, reflecting decreases in all deposit categories with the exception of time deposits. The Retail Bank's net income increased \$138 million decreased \$21 million to \$167 million \$39 million. Net interest income increased \$180 million decreased \$23 million, primarily due to higher interest expense on deposits, partially offset by higher FTP crediting rates on deposits. Noninterest income was stable, while noninterest expenses expense increased by \$3 \$17 million, primarily due to an increase increases in FDIC insurance expense partially offset by a decrease in consulting expenses. (related to special assessment) and salaries and benefits expense.

#### Wealth Management

		Nine Months Ended September 30,			Percent
(dollar amounts in millions)		2023	2022	Change	Change
Earnings summary:					
Net interest income	\$	158	\$ 138	\$ 20	15 %
Provision for credit losses		(9)	11	(20)	n/m
Noninterest income		233	226	7	4
Noninterest expenses		297	259	38	15
Provision for income taxes		25	23	2	10
Net income	\$	78	\$ 71	\$ 7	12 %
Net charge-offs (recoveries)	\$	1	\$ (2)	\$ 3	n/m
Selected average balances:					

Loans (a)	\$	5,256	\$	4,841	\$	415	9 %
Deposits		4,200		5,520		(1,320)	(24)

(a) Included PPP loans with average balances of \$10 million and \$19 million for the nine months ended September 30, 2023 and 2022, respectively.

Included 177 loans with average balances of \$20 million and \$19 million for the nine months ended September 30, 2023 and 2022, respectively.						
	Three Months Ended March 31,					Percent
(dollar amounts in millions)	2024		2023		Change	Change
<b>Earnings summary:</b>						
Net interest income	\$	47	\$	58	\$	(11)%
Provision for credit losses		1		(3)		4
Noninterest income		65		73		(8)
Noninterest expenses		96		107		(11)
Provision for income taxes		2		6		(4)
Net income	\$	13	\$	21	\$	(8)
<b>Selected average balances:</b>						
Loans	\$	5,152	\$	5,201	\$	(49)
Deposits		3,900		4,716		(816)

n/m - not meaningful

Average loans increased \$415 million decreased \$49 million, while average deposits decreased \$1.3 billion \$816 million, reflecting decreases in all deposit categories with the exception of time deposits. The decrease in deposits was primarily driven by decreases in noninterest-bearing and money market deposits, most significantly in the California market. Wealth Management's net income increased \$7 million decreased \$8 million to \$78 million \$13 million. Net interest income increased \$20 million decreased \$11 million, primarily due to higher allocated net FTP crediting rates charges and interest expense on deposits.

45

Provision for credit losses decreased from \$11 million to a benefit of \$9 million, deposits, partially offset by an increase in loan income. Noninterest income increased \$7 million decreased \$8 million, primarily driven by lower investment fees and insurance commissions, while noninterest expenses increased \$38 million decreased \$11 million, reflecting increases in lower salaries and benefits expense (related to November 2023 change in presentation consistent with contractual terms with new investment program partner resulting in a net decrease to commission costs, with the offset recorded in noninterest income) and litigation and regulatory-related expenses, partially offset by higher operational losses and outside processing fees and consulting expenses. expense.

43

## Finance & Other

Nine Months Ended September 30,								
(dollar amounts in millions)	Three Months Ended March 31,			Percent Change	Three Months Ended March 31,			
	(dollar amounts in millions)	2023	2022		Change			Percent Change
<b>Earnings summary:</b>	<b>Earnings summary:</b>			<b>Percent Change</b>				
<b>Earnings summary:</b>								
<b>Earnings summary:</b>								
Net interest expense								
Net interest expense								
Net interest expense	Net interest expense	\$(422)	\$(110)	\$(312)	n/m	\$	(176)	\$ (113) \$ (63) 55

Provision for credit losses	Provision for credit losses	4	8	(4)	(53)	Provision for credit losses	(2)	—	(2)	n/m
Noninterest income	Noninterest income	98	14	84	n/m	Noninterest income	(5)	28	(33)	n/m
Noninterest expenses	Noninterest expenses	76	(22)	98	n/m	Noninterest expenses	50	28	22	79
Benefit for income taxes	Benefit for income taxes	(104)	(32)	(72)	n/m	Benefit for income taxes	(37)	(30)	(7)	25
Net loss	Net loss	\$(300)	\$ (50)	\$(250)	n/m	Net loss	\$ (192)	\$ (83)	\$ (109)	n/m
Selected average balances:	Selected average balances:									
Selected average balances:	Selected average balances:									
Loans	Loans									
Loans	Loans									
Loans	Loans	\$ —	\$ 15	\$ (15)	n/m	\$ 12	\$ —	\$ 12		n/m
Deposits	Deposits	4,211	728	3,483	n/m	4,814	1,194	3,620		n/m

n/m - not meaningful

Average deposits, which primarily consist of centrally-managed brokered time deposits fully insured by the FDIC, increased \$3.5 billion. Net loss for the Finance and Other category increased \$250 million \$109 million to \$300 \$192 million. Net interest expense increased by \$312 million \$63 million, reflecting increased balances from higher-cost funding sources and the impact of interest rate swaps both (which are centrally managed, partly offset by favorable impacts to the Finance segment managed) as well as increased balances from other balance sheet dynamics, higher-cost funding sources. Noninterest income increased \$84 million decreased \$33 million to \$98 a loss of \$5 million, driven by an increase in primarily due to risk management hedging income, FHLB stock dividends and a decrease in securities trading losses, losses (BSBY cessation). Noninterest expenses increased \$98 million \$22 million, primarily reflecting an increase increases in salaries and benefits expense non-salary pension expense, software expense and advertising expense, consulting fees, as well as a refund related to a favorable state tax ruling received in the 2023 period, partially offset by gains on the sale of real estate, lower FDIC insurance expense.

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

		September 30, 2023		2022			
		March 31, 2024		2024		March 31, 2023	
Michigan	Michigan	176	177	Michigan	176	177	
Texas	Texas	115	115	Texas	116	115	
California	California	92	92	California	92	92	
Other Markets	Other Markets	25	26				
Total	Total	408	410				
Total							
Total							

## FINANCIAL CONDITION

Third First Quarter 2023 2024 Compared to Fourth Quarter 2022 2023

### Period-End Balances

Total assets increased \$300 million decreased \$6.4 billion to \$85.7 billion \$79.4 billion, reflecting a \$2.4 billion increase \$3.6 billion decrease in interest-bearing deposits with banks (primarily deposits with the Federal Reserve Bank) and a \$991 million increase \$1.3 billion decrease in accrued income and other assets, total loans, which included increases in deferred tax assets related to the tax impact decreases of unrealized losses on securities and derivatives, FHLB stock and receivables related to customer investment sweep activity. These increases were partially offset by a decrease of \$2.7 billion in investment securities driven by Treasury maturities, paydowns on mortgage-backed securities and an increase in unrealized losses. Loans were relatively stable, with growth of \$1.5 billion in Commercial Real Estate, \$460 million \$498 million in National Dealer Services, and \$237 million \$464 million in Corporate Banking, offset by decreases of \$1.0 billion Equity Fund Services, \$239 million in Mortgage Banker Finance \$629 million and \$222 million in

general Middle Market and \$509 million Wealth Management, partially offset by an increase of \$336 million in Equity Fund Services, Commercial Real Estate. These declines reflected strategic actions taken in 2023, including the planned substantially complete exit from the Mortgage Banker Finance business, which is expected to be mostly complete by year-end 2023, as well as increased selectivity in other lines of business.

Total liabilities increased \$509 million decreased \$6.0 billion to \$80.7 billion \$73.4 billion, reflecting increases decreases of \$5.8 billion \$3.6 billion in short-term borrowings, \$2.0 billion in noninterest-bearing deposits and \$1.2 billion in interest-bearing deposits, \$3.0 billion partially offset by an increase of \$915 million in medium- and long-term debt and \$1.6 billion due to the issuance of \$1.0 billion in senior notes in January 2024. The decrease in short-term borrowings partially offset by a decrease of \$10.0 billion in noninterest-bearing deposits. The increases in short-term borrowings and medium- and long-term debt were primarily driven by paydowns on FHLB advances, partially offset by \$850 million in senior notes that matured in while the third quarter. The increase in interest-bearing deposits was primarily due to increases in brokered time deposits and customer certificates of deposit, while the

46

decline in noninterest-bearing deposits reflected customer diversification efforts related to banking industry disruption in the normal first quarter of 2023 as well as a shift in deposit mix from noninterest-bearing to interest-bearing. seasonality. For additional information regarding deposits, refer to "Deposit Concentrations and Uninsured Deposits" under the "Market Risk" subheading in the "Risk Management" section of this financial review. Total shareholders' equity decreased \$209 million \$356 million, primarily due to the net impact of unrealized losses on cash flow hedges and investment securities available-for-sale, and, to a lesser extent, its cash flow hedge portfolio, partially offset by net income.

44

Average Balances

Total assets increased \$5.3 billion decreased \$506 million to \$89.2 billion \$83.6 billion, driven by increases a decrease of \$5.9 billion \$1.4 billion in total loans, partially offset by an increase of \$1.0 billion in interest-bearing deposits with banks and \$1.6 billion in loans, partially offset by a decrease of \$2.2 billion in investment securities, banks. The following table provides information about the change in the Corporation's average loan portfolio by loan type.

Three Months Ended							Three Months Ended							Percent Change
(dollar amounts in millions)														
	Three Months Ended													
(dollar amounts in millions)		September 30, 2023	December 31, 2022	Change	Percent Change									
Commercial loans														
Commercial loans														
Commercial loans	Commercial loans	\$ 29,721	\$ 30,585	\$ (864)	(3 %)	\$ 26,451	\$ 28,163	\$ (1,712)	(6)	(6 %)				
Real estate construction loans	Real estate construction loans	4,294	2,978	1,316	44									
Commercial mortgage loans	Commercial mortgage loans	13,814	12,752	1,062	8									
Lease financing	Lease financing	770	753	17	2									
International loans	International loans	1,241	1,227	14	1									
Residential mortgage loans	Residential mortgage loans	1,915	1,786	129	7									
Consumer loans	Consumer loans	2,232	2,294	(62)	(3)									
Total loans	Total loans	\$ 53,987	\$ 52,375	\$ 1,612	3 %	Total loans	\$ 51,372	\$ 52,796	\$ (1,424)	(3)	(3 %)			

The \$1.6 billion increase \$1.4 billion decrease in loans was primarily driven by increases decreases of \$1.7 billion in Commercial Real Estate, \$667 \$484 million in National Dealer Services and \$425 million in Corporate Banking, partially offset by decreases of \$502 general Middle Market, \$473 million in Equity Fund Services and \$478 \$321 million in Mortgage Banker Finance. National Dealer Services, partially offset by an increase of \$450 million in Commercial Real Estate.

Total liabilities **increased \$5.2** decreased **\$1.2** billion to **\$83.8 billion** **\$77.5** billion, primarily reflecting **increases** decreases of **\$7.3 billion** **\$1.4** billion in short-term borrowings **\$3.4** billion and **\$735** million in total deposits, partially offset by an increase of **\$833** million in medium- and long-term **debt** debt. The following table provides information about the change in the Corporations' average deposits and **\$5.5 billion** borrowed funds by type:

(dollar amounts in millions)	Three Months Ended			Percent Change
	March 31, 2024	December 31, 2023	Change	
Noninterest-bearing deposits	\$ 26,408	\$ 27,814	\$ (1,406)	(5)%
Money market and interest-bearing checking deposits	28,700	27,644	1,056	4
Savings deposits	2,352	2,440	(88)	(4)
Customer certificates of deposit	3,868	3,577	291	8
Other time deposits	3,964	4,557	(593)	(13)
Foreign office time deposits	18	13	5	41
Total deposits	\$ 65,310	\$ 66,045	\$ (735)	(1)%
Short-term borrowings	\$ 2,581	\$ 4,002	\$ (1,421)	(35)
Medium- and long-term debt	6,903	6,070	833	14
Total borrowed funds	\$ 9,484	\$ 10,072	\$ (588)	(6)%

Other time deposits, which consisted of brokered deposits, decreased \$593 million, while decreases of \$243 million in **interest-bearing deposits**, Technology and Life Sciences and \$142 million in Equity Funds Services were partially offset by a decrease **increases** of **\$10.9** billion in noninterest-bearing deposits, reflecting the impacts described above in "Period-End Balances." The decrease in deposits included decreases of **\$2.1** billion **\$186** million in general Middle Market (**largest impact** and **\$143** million in Entertainment.

Short-term borrowings decreased **\$1.4** billion to **\$2.6** billion, reflecting a reduction in FHLB advances, while medium- and long-term debt increased **\$833** million to **\$6.9** billion, driven by the **California** market), **\$2.0** billion issuance of **\$1.0** billion in both the Retail Bank and Technology and Life Sciences, **\$1.2** billion senior notes in **Wealth** Management, **\$992** million in Energy, **\$820** million in Commercial Real Estate and **\$544** million in Business Banking. January 2024.

45

## Capital

The following table presents a summary of changes in total shareholders' equity for the **nine** **three** months ended **September 30, 2023** **March 31, 2024**.

(in millions)

Balance at <b>January 1, 2023</b> <b>January 1, 2024</b>	\$ 5,181	6,406
Net income	848	138
Cash dividends declared on common stock	(282)	(94)
Cash dividends declared on preferred stock	(17)	(6)
Other comprehensive (loss) income, net of tax:		
Investment securities	\$ (469)	(199)
Cash flow hedges	(336)	(212)
Defined benefit and other postretirement plans	7	2
Total other comprehensive loss, net of tax	(798)	(409)
Net issuance of common stock under employee stock plans	(4)	(8)
Share-based compensation	44	27
Balance at <b>September 30, 2023</b> <b>March 31, 2024</b>	\$ 4,972	6,050

47

The following table summarizes the Corporation's repurchase activity during the **nine** **three** months ended **September 30, 2023** **March 31, 2024**.

(shares in thousands)	Total Number of Shares	Remaining Share Repurchase Authorization (a)	Total Number of Shares Purchased (b)	Average Price Paid Per Share
	Purchased as			
	Part of Publicly Announced Repurchase Plans or Programs			



Total first quarter 2023	—	4,997	31	\$	72.78
Total second quarter 2023	—	4,997	3		42.36
July 2023	—	4,997	3		43.37
August 2023	—	4,997	—		—
September 2023	—	4,997	—		—
Total third quarter 2023	—	4,997	3		43.37

	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
(shares in thousands)				
January 2024	—	4,977	2	\$ 55.96
February 2024	—	4,977	17	50.32
March 2024	—	4,977	—	—
Total first quarter 2024	—	4,977	19	\$ 50.95

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

(b) Includes approximately 37,000 19,000 shares purchased pursuant related to deferred compensation plans and shares purchased from employees to pay for taxes related to restricted stock vesting under the terms of an employee share-based compensation plan during the nine three months ended September 30, 2023. These transactions are March 31, 2024 and is not considered part of the Corporation's repurchase program.

The Corporation continues to target a Common Equity Tier 1 (CET1) capital ratio of approximately 10 percent with active capital management. At September 30, 2023, the Corporation's estimated CET1 capital ratio was 10.79 percent, up from 10.00 percent at December 31, 2022. Since the inception of the Corporation's share repurchase program in 2010, a total of 97.2 million shares have been authorized for repurchase. There is no expiration date for the share repurchase program. Due to disruption in the banking industry in the first quarter, management 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.

The Corporation continues to target a Common Equity Tier 1 (CET1) capital ratio of approximately 10 percent with active capital management. At March 31, 2024, the Corporation's estimated CET1 capital ratio was 11.47 percent, up from 11.09 percent at December 31, 2023.

The following table presents the minimum ratios required.

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, in order to avoid restrictions on capital distributions and discretionary bonuses.

46

The Corporation's capital ratios exceeded minimum regulatory requirements as follows:

September 30, 2023						December 31, 2022													
March 31, 2024												March 31, 2024				December 31, 2023			
(dollar amounts in millions)	(dollar amounts in millions)	Capital/Assets	Ratio	Capital/Assets	Ratio	(dollar amounts in millions)	Capital/Assets		Ratio		Capital/Assets		Ratio		Ratio				
Common equity tier 1 (a), (b)	Common equity tier 1 (a), (b)	\$ 8,472	10.79 %	\$ 7,884	10.00 %	Common equity tier 1 (a), (b)	\$ 8,469	11.47	11.47 %	\$ 8,414	11.09	11.09 %							
Tier 1 risk-based (a), (b)	Tier 1 risk-based (a), (b)	8,866	11.29	8,278	10.50														

Total risk-based (a)	Total risk-based (a)	10,329	13.16	9,817	12.45
Leverage (a)	Leverage (a)	8,866	9.60	8,278	9.55
Common shareholders' equity	Common shareholders' equity	4,578	5.34	4,787	5.60
Tangible common equity (b)	Tangible common equity (b)	3,935	4.62	4,143	4.89
Risk-weighted assets (a)	Risk-weighted assets (a)	78,499		78,871	

(a) September 30, 2023 March 31, 2024 capital, risk-weighted assets and ratios are estimated.

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

The common shareholders' equity ratio decreased 26 basis points to 5.34 percent at September 30, 2023, primarily due to the net impact of unrealized losses on investment securities available-for-sale and, to a lesser extent, 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, decreased 27 basis points to 4.62 percent for the same reasons discussed above. Common shareholders' equity included \$4.5 billion \$3.5 billion in accumulated other comprehensive losses, with approximately \$2.9 billion \$2.4 billion of those 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 495 402 basis points; the impact on the tangible common equity ratio using the same calculation method was 502 407 basis points.

48

Average common shareholders' equity and return on average common shareholders' equity for the three months ended September 30, 2023 March 31, 2024 was \$5.0 billion \$5.7 billion and 19.50% 9.33%, respectively, compared to \$4.9 billion and 27.92% 2.17%, respectively, for the three months ended December 31, 2022 December 31, 2023.

#### 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 subject to a public comment period, ending November 30, 2023 which ended on January 16, 2024, and, if adopted, would include a three-year transition period beginning July 1, 2025. As of September 30, 2023 March 31, 2024, the Corporation had total assets of \$85.7 billion \$79.4 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 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.

#### FDIC Special Assessment

In May 2023, If subject to the FDIC issued a Notice of Proposed Rulemaking which would implement a special assessment on banks with total assets greater than \$5.0 billion to recover the cost associated with protecting uninsured depositors following the closures of Silicon Valley Bank and Signature Bank. The FDIC is proposing to collect the special assessment for an estimated eight consecutive quarters beginning with the first quarter 2024. A final rule is not expected until later in 2023 after the FDIC's final deliberations have concluded. As proposed, Capital Proposal, the estimated impact related to proposed inclusion of the special assessment is approximately \$100 million, which is expected most components of AOCI would be an approximate 350 basis point decrease to be recognized upon the rule's final issuance. The ultimate impact and timing of recognition will depend common equity tier-1 capital based on the final outcome of the ongoing FDIC deliberations, March 31, 2024 financials.

## RISK MANAGEMENT

The following updated information should be read in conjunction with the "Risk Management" section on pages F-15 F-18 through F-30 F-34 in the Corporation's 2022 2023 Annual Report.

### Credit Risk

#### 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 \$75 million from \$661 million was \$728 million at December 31, 2022 to \$736 million at September 30, 2023 both March 31, 2024 and December 31, 2023.

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



Economic Variable	Base Forecast
Real Gross Domestic Product (GDP) growth	Slight contraction in Growth slows to under 1.0 percent through the fourth quarter 2023 2024 before recovering to a growth rate between approximately 2.0 percent and 2.5 percent by the end of the forecast period.
Unemployment rate	Expected to increase to 4.6 4.2 percent by third first quarter 2024 2025 followed by a slight modest decline throughout 2025. 2025 to 4.0 percent by the end of the forecast period.
Spread of Corporate BBB bond to 10-year Treasury bond	Spread widens to 2.3 percent by second fourth quarter 2024 before normalizing to approximately 2.1 percent by 2025. 2026.
Oil Prices	Prices average between \$78 \$77 and \$80 per barrel throughout the forecast period.

Due to the high level of uncertainty regarding conditioning assumptions used as inputs to the forecast, the Corporation evaluated a range of economic scenarios, including more benign and more severe economic forecasts. In a more severe scenario, real GDP is projected to contract through second quarter throughout 2024, subsequently improving to a growth rate of 2.6 2.2 percent by the end of the forecast period. Other key economic variables follow a similar pattern of short-term deterioration followed by a recovery, except for unemployment levels, which remained elevated through the end of the forecast period. Selecting the more severe forecast would result in an increase in the quantitative calculation of allowance for credit losses of approximately \$315 million \$402 million as of September 30, 2023 March 31, 2024. However, factoring in model overlays and qualitative adjustments could result in a materially different estimate under a more severe scenario. The Corporation monitors evolving economic conditions for impacts to 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 \$84 million \$3 million to \$694 million \$691 million at September 30, 2023 March 31, 2024, compared to \$610 million \$688 million at December 31, 2022 December 31, 2023.

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 \$37 million and \$40 million at March 31, 2024 and December 31, 2023.

48

For additional information regarding the allowance for credit losses, refer to the "Critical Accounting Estimates" section and pages F-48 F-51 through F-49 F-52 in Note 1 to the consolidated financial statements of the Corporation's 2022 2023 Annual Report.

#### Nonperforming Assets

Nonperforming assets include loans on nonaccrual status and foreclosed assets. Effective January 1, 2023, the Corporation prospectively adopted the provisions of ASU No. 2022-02, which eliminated the accounting for TDRs. Refer to

50

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.

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

(dollar amounts in millions)	(dollar amounts in millions)	September 30, 2023	December 31, 2022	(dollar amounts in millions)	March 31, 2024	December 31, 2023
Nonaccrual loans	\$	154	\$ 240			
Reduced-rate loans		n/a	4			
Total nonperforming loans/Total nonperforming assets	\$	154	\$ 244			

Total nonperforming loans and nonperforming assets			
Nonaccrual loans as a percentage of total loans		0.29 %	0.45 %
Total nonperforming loans and nonperforming assets			
Total nonperforming loans and nonperforming assets			
Nonperforming loans as a percentage of total loans	Nonperforming loans as a percentage of total loans	0.29	0.46
Nonperforming loans as a percentage of total loans			
Nonperforming loans as a percentage of total loans			
Nonperforming assets as a percentage of total loans and foreclosed property			
Nonperforming assets as a percentage of total loans and foreclosed property			
Nonperforming assets as a percentage of total loans and foreclosed property	Nonperforming assets as a percentage of total loans and foreclosed property	0.29	0.46
Loans past due 90 days or more and still accruing	Loans past due 90 days or more and still accruing	\$ 45	\$ 23
Loans past due 90 days or more and still accruing			
Loans past due 90 days or more and still accruing			

Nonperforming assets decreased \$90 million increased \$39 million to \$154 million \$217 million at September 30, 2023 March 31, 2024, from \$244 million \$178 million at December 31, 2022. The decrease in nonperforming assets was primarily comprised December 31, 2023, which included increases of decreases of \$53 million \$33 million in nonaccrual business loans and \$33 million \$6 million in nonaccrual retail loans. Nonperforming loans were 0.29 0.43 percent of total loans at September 30, 2023 March 31, 2024, compared to 0.46 0.34 percent at December 31, 2022 December 31, 2023. For further information regarding the composition of nonaccrual nonperforming loans, refer to Note 4 to the consolidated financial statements.

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

Three Months Ended				
Three Months Ended				
Three Months Ended				
Three Months Ended				
(in millions)	(in millions)	September 30, 2023	June 30, 2023	March 31, 2023
Balance at beginning of period	Balance at beginning of period	\$ 186	\$ 221	\$ 240
Balance at beginning of period				
Balance at beginning of period				
Loans transferred to nonaccrual (a)				
Loans transferred to nonaccrual (a)				
Loans transferred to nonaccrual (a)	Loans transferred to nonaccrual (a)	14	17	9

Nonaccrual loan gross charge-offs	Nonaccrual loan gross charge-offs	(14)	(11)	(12)
Nonaccrual loan gross charge-offs				
Nonaccrual loan gross charge-offs				
Loans transferred to accrual status (a)				
Loans transferred to accrual status (a)				
Loans transferred to accrual status (a)	Loans transferred to accrual status (a)	(7)	—	(7)
Nonaccrual loans sold	Nonaccrual loans sold	—	(3)	(1)
Nonaccrual loans sold				
Nonaccrual loans sold				
Payments/other (b)				
Payments/other (b)				
Payments/other (b)	Payments/other (b)	(25)	(38)	(8)
Balance at end of period	Balance at end of period \$	154	\$ 186	\$ 221
Balance at end of period				
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 **three** six borrowers with a balance greater than \$2 million, totaling **\$14 million** **\$83 million**, transferred to nonaccrual status in **third** first quarter **2023**, **2024**, compared to **four** six borrowers totaling **\$17 million** **\$54 million** in **second** quarter 2023 and three borrowers totaling **\$9 million** in **first** **fourth** quarter 2023. For further information about the composition of loans transferred to nonaccrual during **third** first quarter **2023**, **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 **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**.

September 30, 2023						December 31, 2022					
March 31, 2024						March 31, 2024					
(dollar amounts in millions)	(dollar amounts in millions)	Number of Borrowers	Balance	Number of Borrowers	Balance	(dollar amounts in millions)	Number of Borrowers	Balance	Number of Borrowers	Balance	
Under \$2 million	Under \$2 million	446	\$ 50	475	\$ 60						
\$2 million - \$5 million	\$2 million - \$5 million	10	33	14	46						
\$5 million - \$10 million	\$5 million - \$10 million	6	42	8	58						
\$10 million - \$25 million	\$10 million - \$25 million	2	29	5	76						
Greater than \$25 million											
Total	Total	464	\$ 154	502	\$ 240						

51 49

The following table presents a summary of nonaccrual loans at **September 30, 2023** **March 31, 2024** as well as loans transferred to nonaccrual and net loan charge-offs (recoveries) for the three months ended **September 30, 2023** **March 31, 2024**, based on North American Industry Classification System (NAICS) categories.

(dollar amounts in millions)		September 30, 2023		Three Months Ended September 30, 2023		(dollar amounts in millions)	
(dollar amounts in millions)		Nonaccrual Loans		Loans Transferred to Nonaccrual (a)		Net Loan Charge-Offs (Recoveries)	
Industry Category	Industry Category	Nonaccrual Loans		Loans Transferred to Nonaccrual (a)		March 31, 2024	Three Months Ended March 31, 2024
						Nonaccrual Loans	Loans Transferred to Nonaccrual (a)
							Net Loan Charge-Offs (Recoveries)
Real Estate & Home Builders	Real Estate & Home Builders						
Real Estate & Home Builders	Real Estate & Home Builders						
Health Care & Social Assistance	Health Care & Social Assistance						
Health Care & Social Assistance	Health Care & Social Assistance						
Health Care & Social Assistance	Health Care & Social Assistance						
Manufacturing	Manufacturing	\$ 30	20 %	\$ —	— %	\$ 4	
Real Estate & Home Builders	Real Estate & Home Builders	20	13	—	—	—	
Manufacturing	Manufacturing						
Manufacturing	Manufacturing						
Retail Trade	Retail Trade						
Retail Trade	Retail Trade						
Retail Trade	Retail Trade						
Residential Mortgage	Residential Mortgage						
Residential Mortgage	Residential Mortgage						
Residential Mortgage	Residential Mortgage	19	12	—	—	—	
Transportation & Warehousing	Transportation & Warehousing	17	11	—	—	—	
Transportation & Warehousing	Transportation & Warehousing						
Transportation & Warehousing	Transportation & Warehousing						
Information & Communication	Information & Communication						
Information & Communication	Information & Communication						
Information & Communication	Information & Communication	14	9	7	51	—	
Services	Services	9	6	—	—	2	
Services	Services						
Services	Services						
Arts, Entertainment & Recreation	Arts, Entertainment & Recreation						
Arts, Entertainment & Recreation	Arts, Entertainment & Recreation						
Arts, Entertainment & Recreation	Arts, Entertainment & Recreation						
Management of Companies and Enterprises	Management of Companies and Enterprises	8	5	4	26	—	
Arts, Entertainment & Recreation	Arts, Entertainment & Recreation	6	4	—	—	—	
Management of Companies and Enterprises	Management of Companies and Enterprises						

Management of Companies and Enterprises						
Wholesale Trade						
Wholesale Trade						
Wholesale Trade						
Mining, Quarrying and Oil & Gas Extraction	Mining, Quarrying and Oil & Gas Extraction	6	4	—	—	(1)
Wholesale Trade		3	2	—	—	—
Health Care & Social Assistance		2	1	—	—	—
Mining, Quarrying and Oil & Gas Extraction						
Mining, Quarrying and Oil & Gas Extraction						
Finance and Insurance						
Finance and Insurance						
Finance and Insurance						
Other (b)						
Other (b)						
Other (b)	Other (b)	20	13	3	23	1
Total	Total	\$154	100 %	\$ 14	100 %	\$ 6
Total						
Total						

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

(b) Consumer, 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, are included in the Other category, 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 increased \$22 million \$12 million to \$45 million \$32 million at September 30, 2023 March 31, 2024, compared to \$23 million \$20 million at December 31, 2022 December 31, 2023. Loans past due 30-89 days decreased \$152 million \$77 million to \$226 million \$121 million at September 30, 2023 March 31, 2024, compared to \$378 million \$198 million at December 31, 2022 December 31, 2023. Loans past due 30 days or more and still accruing interest as a percentage of total loans were 0.51 0.30 percent and 0.75 0.42 percent at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, 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)	(dollar amounts in millions)	September 30, 2023	June 30, 2023	December 31, 2022
(dollar amounts in millions)				
(dollar amounts in millions)				
Total criticized loans				
Total criticized loans				
Total criticized loans	Total criticized loans \$	2,290	\$ 2,048	\$ 1,572
As a percentage of total loans	As a percentage of total loans	4.3 %	3.7 %	2.9 %
As a percentage of total loans				
As a percentage of total loans				

The \$718 million \$283 million increase in criticized loans during the nine three months ended September 30, 2023 March 31, 2024 was primarily driven by Commercial Real Estate Corporate Banking and general Middle Market.

#### 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 **September 30, 2023** **March 31, 2024**.

52 50

### Commercial Real Estate Lending

At **September 30, 2023** **March 31, 2024**, the Corporation's commercial real estate portfolio represented **34** **37** percent of total loans. The following table summarizes the Corporation's commercial real estate loan portfolio by loan category.

		September 30, 2023			December 31, 2022		
		March 31, 2024					
		March 31, 2024					
		March 31, 2024			December 31, 2023		
		Commercial Real Estate			Commercial Real Estate		
		business	Other	Total	business	Other	Total
(in millions)	(in millions)	line (a)	(b)	Total	line (a)	(b)	Total
Real estate construction loans	Real estate construction loans	\$ 4,015	\$ 530	\$ 4,545	\$ 2,505	\$ 600	\$ 3,105
Real estate construction loans							
Real estate construction loans							
Commercial mortgage loans							
Commercial mortgage loans							
Commercial mortgage loans	Commercial mortgage loans	4,832	8,889	13,721	4,681	8,625	13,306
Total commercial real estate	Total commercial real estate	\$ 8,847	\$ 9,419	\$ 18,266	\$ 7,186	\$ 9,225	\$ 16,411
Total commercial real estate							
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. Commercial real estate loans, consisting of real estate construction and commercial mortgage loans, totaled **\$18.3 billion** **\$18.8 billion** at **September 30, 2023** **March 31, 2024**. Commercial real estate loans made to borrowers in the Commercial Real Estate business line, which includes loans to real estate developers, totaled **\$8.8 billion** **\$9.6 billion**, or **48** **51** percent of total commercial real estate loans, an increase of **\$1.7 billion** **\$337 million** compared to **December 31, 2022** **December 31, 2023**. The Commercial Real Estate business line at **September 30, 2023** **March 31, 2024** was predominantly secured by multi-family and industrial properties, comprising **45%** **47%** and 34% of the portfolio, respectively, with only **6%** **5%** secured by office properties. Commercial real estate loans in other business lines totaled **\$9.4 billion** **\$9.2 billion**, or **52** **49** percent of total commercial real estate loans, at **September 30, 2023** **March 31, 2024**, **an increase** **a decrease** of **\$194 million** **\$282 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** **There were no** criticized real estate construction loans in the Commercial Real Estate or other business line were **\$61 million** lines at **September 30, 2023** **March 31, 2024**, compared to **none** at **December 31, 2022**. **In** **\$86 million** in the Commercial Real Estate business line and **\$12 million** in other business lines **criticized** **real estate construction loans totaled** **\$11 million** at **September 30, 2023**, compared to **\$3 million** at **December 31, 2022** **December 31, 2023**.

For the three month periods ended September 30, 2023 and June 30, 2023, as well as the nine months ended September 30, 2023, there were no net charge-offs of real estate construction loans while net charge-offs totaled \$1 million for during the nine months three month periods ended September 30, 2022 March 31, 2024, December 31, 2023 or March 31, 2023.

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 \$374 million \$428 million and \$16 million \$378 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. In other business lines, \$606 million and \$395 million of commercial mortgage loans were criticized at March 31, 2024 and December 31, 2023, respectively, with the increase primarily in multi-family properties. In other business lines, \$245 million and \$151 million senior housing properties, largely managed in the Corporate Banking line of business. Senior housing loans totaled \$811 million at March 31, 2024, of which 37% were criticized, compared to \$796 million at December 31, 2023, of which 11% were criticized.

There were no net charge-offs of commercial mortgage loans were criticized at September 30, 2023 and December 31, 2022, respectively.

Commercial mortgage net charge-offs were \$1 million for the three months ended September 30, 2023 March 31, 2024, compared to net recoveries of \$1 million for the three months ended June 30, 2023, December 31, 2023 and none no net charge-offs for the nine three months ended September 30, 2023 and 2022. March 31, 2023.

#### Automotive Lending - Dealer

The following table presents a summary of dealer loans.

September 30, 2023						December 31, 2022											
March 31, 2024												March 31, 2024		December 31, 2023			
	Loans		Percent of		Loans		Percent of			Loans		Percent of		Loans		Percent of	
(in millions)	(in millions)	Outstanding	Total Loans	Outstanding	Total Loans	(in millions)	Outstanding	Total Loans		Outstanding	Total Loans	Outstanding	Total Loans	Outstanding	Total Loans	Outstanding	Total Loans
Dealer:	Dealer:																
Floor plan	Floor plan	\$	1,860		\$	1,379											
Floor plan																	
Floor plan																	
Other																	
Other																	
Other	Other	3,967		3,988													
Total dealer	Total dealer	\$	5,827	10.9 %	\$	5,367	10.1 %										
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	
Total dealer																	

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 \$2.1 billion at March 31, 2024, a decrease of \$236 million compared to \$2.3 billion at December 31,

53 51

Balance Sheets, totaled \$1.9 billion at September 30, 2023 2023. At March 31, 2024 and December 31, 2023, an increase of \$481 million compared to \$1.4 billion at December 31, 2022, as a result of new relationships. Other other loans to automotive dealers in the National Dealer Services Service business line totaled \$4.0 billion \$3.6 billion and \$3.9 billion, respectively, including \$2.3 billion \$2.1 billion and \$2.2 billion of owner-occupied commercial real estate mortgage loans, at both September 30, 2023 and December 31, 2022, respectively.

There were no nonaccrual dealer loans at both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. Additionally, there were no net charge-offs of dealer loans during the three months ended September 30, 2023 and June 30, 2023 March 31, 2024, December 31, 2023, or in the nine months ended September 30, 2023 and 2022. March 31, 2023.

#### Automotive Lending - Production

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

September 30, 2023				December 31, 2022									
March 31, 2024										March 31, 2024		December 31, 2023	
		Loans Outstanding	Percent of Total Loans	Loans Outstanding	Percent of Total Loans		Loans Outstanding	Percent of Total Loans	Loans Outstanding		Percent of Total Loans	Loans Outstanding	Percent of Total Loans
(in millions)	(in millions)					(in millions)							
Production:	Production:												



## 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 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

52

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 transportation, storage and marketing of crude and/or refined oil and gas products. Approximately 95% 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.

September 30, 2023										December 31, 2022										
March 31, 2024										March 31, 2024										December 31, 2023
(dollar amounts in millions)	(dollar amounts in millions)	Outstandings	Nonaccrual	Criticized (a)	Outstandings	Nonaccrual	Criticized (a)	(dollar amounts in millions)	Outstandings	Nonaccrual	Criticized (a)	Outstandings	Nonaccrual	Criticized (a)						
Exploration and production (E&P)	Exploration and production (E&P)	\$1,127	78 %	\$ 6	\$ 6	\$1,162	82 %	\$ 7	\$ 12											
Midstream	Midstream	310	22	—	—	253	18	—	—											
Total Energy business line	Total Energy business line	\$1,437	100 %	\$ 6	\$ 6	\$1,415	100 %	\$ 7	\$ 12											
Total Energy business line																				
Total Energy business line																				

(a) Includes nonaccrual loans.

Loans in the Energy business line totaled \$1.4 billion, or less than 3 percent of total loans, at September 30, 2023 March 31, 2024, an increase a decrease of \$22 million \$24 million compared to December 31, 2022 December 31, 2023. Total exposure, including unused commitments to extend credit and letters of credit, was \$3.4 billion at September 30, 2023 March 31, 2024 (a utilization rate of 39 percent) and \$3.3 billion at December 31, 2023 (a utilization rate of 42 percent) and \$3.4 billion at December 31, 2022 (a utilization rate of 43 percent). Nonaccrual Energy loans were \$6 million \$3 million and \$7 million \$4 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. Criticized Energy loans at September 30, 2023 March 31, 2024 decreased \$6 million \$1 million from December 31, 2022 December 31, 2023 to \$6 million \$3 million. E&P included \$27 million and \$13 million at September 30, 2023 and December 31, 2022, respectively, related to the Corporation's legacy energy services customers that provide products and services primarily to the E&P sector.

Energy net recoveries There were \$1 million for the three months ended September 30, 2023 compared to none for the three months ended June 30, 2023, while Energy net recoveries were \$1 million for the nine months ended September 30, 2023 compared to no net charge-offs of \$3 million for energy loans during the nine months three month periods ended September 30, 2022 March 31, 2024, December 31, 2023 or March 31, 2023.

## 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 tables summarize information about HR C&I loans, which represented 6 percent and 5 percent of total loans at both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

		September	December			
(in millions)	(in millions)	30, 2023	31, 2022	(in millions)	March 31, 2024	December 31, 2023
Outstandings	Outstandings \$	3,091	\$ 3,120			
Criticized	Criticized	386	393			

There were **no \$6 million in** net charge-offs of leveraged loans during the three months ended **September 30, 2023 and June 30, 2023, March 31, 2024 compared to \$5 million and \$1 million for the nine months ended September 30, 2023 compared to \$21 million for the nine months ended September 30, 2022, at December 31, 2023 and March 31, 2023, respectively.**

55

## 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 and Liability Policy 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 market and liquidity risk under the direction of ALCO through the actions it takes to manage the Corporation's market, liquidity and capital positions.

53

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 **September 30, 2023 March 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 **\$1.5 billion \$1.4 billion** on an unconsolidated basis at **September 30, 2023 March 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 **September 30, 2023 March 31, 2024** was **50 54** percent fixed-rate, **41 38** percent overnight to 30-day rate (primarily BSBY and SOFR), **6 5** percent 90-day and greater rates and 3 percent prime. The composition of the 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. **Currently, from an interest rate risk management perspective, the Corporation is approximately neutral to 100 basis point gradual interest rate changes.**

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.

56

### 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 September 30, 2023 March 31, 2024 included for the rising rate scenario, scenarios, a modest increase in loan balances and a moderate decrease in deposit balances, and for the declining rate scenario, 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 38% 48%, no 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 \$16.9 billion \$16.3 billion for the three months ended September 30, 2023 March 31, 2024 with an average yield of 2.10% 2.12% and effective duration of 5.7 5.5 years.

54

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

Variable-Rate Loan Swaps (a)			
(dollar amounts in millions)	Notional Amount	Weighted Average Yield	Years to Maturity (b)
Swaps under contract at March 31, 2024 (c)	\$ 24,550	2.50 %	3.7
Weighted average notional active per period:			
Full year 2024	23,575	2.50	3.7
Full year 2025	22,973	2.57	3.9

(a) Included \$1.1 billion in swaps which no longer qualified for cash flow hedge portfolio at September 30, 2023.

Cash Flow Hedges			
(dollar amounts in millions)	Notional Amount	Weighted Average Yield	Years to Maturity (a)
Swaps under contract at September 30, 2023 (b)	\$ 25,100	2.48 %	4.1
Weighted average notional active per period:			
Full year 2023	22,372	2.38	3.7
Full year 2024	23,575	2.50	4.2
Full year 2025	22,973	2.57	4.4

hedging designation following BSBY cessation. As of April 2024, these swaps were re-designated.

(a) (b) Years to maturity calculated from a starting date of September 30, 2023 March 31, 2024.

(b) (c) Includes forward starting swaps of \$1.3 billion starting in 2023 and \$2.0 billion \$1.0 billion starting in 2024. Excluding forward starting swaps, the weighted average yield was 2.38% 2.47%.

The analysis also includes interest rate swaps that convert \$6.3 billion \$7.3 billion of fixed-rate medium- and long-term debt and FHLB advances to variable rates through fair value hedges. Additionally, included in this analysis are \$16.3 billion \$15.2 billion of loans that were subject to an average interest rate floor of 50 51 basis points at September 30, 2023 March 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, parallel 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 September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, 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 rate scenarios described above.

		Estimated Annual Change									
		September 30, 2023		December 31, 2022							
		Estimated Annual Change				Estimated Annual Change					
		March 31, 2024				March 31, 2024				December 31, 2023	
(dollar amounts in millions)	(dollar amounts in millions)	Amount	%	Amount	%	(dollar amounts in millions)	Amount	%	Amount	Amount	%
Change in Interest Rates:	Change in Interest Rates:			Change in Interest Rates:							

Rising 100 basis points	Rising 100 basis points	\$ 9 — %	Rising 100 basis points	\$ 10 — %
Rising 100 basis points	Rising 100 basis points			
			\$ (28) (1 %)	Rising 100 basis points \$(36) (2 %)
(50 basis points on average)	(50 basis points on average)		(50 basis points on average)	
Declining 100 basis points	Declining 100 basis points	(17) (1)	Declining 100 basis points	(72) (2)
Declining 100 basis points	Declining 100 basis points			
(50 basis points on average)	(50 basis points on average)		(50 basis points on average)	
Rising 200 basis points	Rising 200 basis points			
Rising 200 basis points	Rising 200 basis points			
Rising 200 basis points (100 basis points on average)	Rising 200 basis points (100 basis points on average)			
Declining 200 basis points	Declining 200 basis points			
Declining 200 basis points	Declining 200 basis points			
Declining 200 basis points (100 basis points on average)	Declining 200 basis points (100 basis points on average)			

Sensitivity to declining interest rates decreased from December 31, 2022 December 31, 2023 to September 30, 2023 March 31, 2024 resulting from a decline in non-maturity deposits and fixed-rate investment securities, partially offset by an increase a decrease in time deposits. deposits and wholesale funding. Sensitivity to rising interest rates at September 30, 2023 remained relatively stable compared to December 31, 2022, resulting from refinements to modeled deposit runoff following was impacted by the change in balance sheet mix that occurred during the year same factors.

At September 30, 2023 March 31, 2024, additional sensitivity scenarios applied the rising and declining 100 basis point scenario assumptions with a 55% 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 \$25 million \$57 million and increased by \$3 million \$36 million, respectively, due to a more rapid repricing pace compared to the standard model assumptions. The scenarios presented for September 30, 2023 March 31, 2024 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 **September 30, 2023** **March 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.

September 30, 2023				December 31, 2022							
March 31, 2024								March 31, 2024			
(dollar amounts in millions)	(dollar amounts in millions)	Amount	%	Amount	%	(dollar amounts in millions)	Amount	%	Amount		%
Change in Interest Rates:	Change in Interest Rates:			Change in Interest Rates:							
Rising 100 basis points	Rising 100 basis points	\$ (522)	(4 %)	Rising 100 basis points	\$ (417)	(3 %)					
Rising 100 basis points	Rising 100 basis points										
Rising 100 basis points	Rising 100 basis points						\$ (717)	(6 %)	Rising 100 basis points	\$ (567)	(4 %)
Declining 100 basis points	Declining 100 basis points	720	6	Declining 100 basis points	627	4					
Rising 200 basis points											
Declining 200 basis points											

The negative sensitivity of the economic value of equity to rising rates increased from **December 31, 2022** **December 31, 2023** to **September 30, 2023** **March 31, 2024** due to updated deposit runoff 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.

#### LIBOR Transition BSBY Cessation

On **July 27, 2017** **November 15, 2023**, the **United Kingdom's Financial Conduct Authority (FCA)**, which regulates LIBOR, publicly **Bloomberg Index Services Limited (Bloomberg)** 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 will discontinue publishing BSBY on November 15, 2024; accordingly, the Corporation would no longer be supported after June 30, 2023 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 were recorded as risk management hedging losses within other noninterest income instead of net interest income until re-designation. All impacted swaps were re-designated as of April 1, 2024. The net impact of BSBY cessation to interest income on commercial loans was a \$3 million benefit for both the three month periods ended March 31, 2024 and December 31, 2023. Additionally, the Corporation recognized a net loss of \$39 million in noninterest income for the three months ended March 31, 2024, compared to \$91 million for the three months ended December 31, 2023. Refer to Note 5 to the consolidated financial statements for further discussion of de-designated interest rate hedges.

At March 31, 2024, the Corporation had substantial \$29.4 billion of exposure to LIBOR-based BSBY-based products, including \$18.2 billion in loans and \$11.2 billion in interest rate swaps. The Corporation ceased originating LIBOR-based BSBY-based products in the fourth quarter 2021 and has worked is working to remediate its outstanding LIBOR contracts.

As of September 30, 2023, substantially all convert BSBY-based loans to other indices as repricing opportunities occur. The Corporation expects that many of the Corporation's LIBOR exposure was remediated and remaining LIBOR-based BSBY-based contracts are expected to will organically transition to other reference rates at their next SOFR over the upcoming year, with any remaining contracts transitioning to SOFR through existing fallback language, which for loans is the first repricing dates.

date after BSBY cessation occurs in November 2024. For a discussion of the various risks facing interest rate swaps, the Corporation in relation plans to enact the transition away from LIBOR, see the market risk discussion within "Item 1A. Risk Factors" beginning on page 15 of the Corporation's 2022 Annual Report.

International Swaps and Derivatives Association (ISDA) Definition and Benchmark Supplement language, as applicable.



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 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.

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 September 30, 2023 March 31, 2024, the Bank had pledged real estate-related loans totaling \$21.6 billion \$22.4 billion and investment securities totaling \$6.4 billion \$6.3 billion to the FHLB, which provided for up to \$17.3 billion \$17.2 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 recent 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 September 30, 2023 March 31, 2024, the Bank had pledged loans totaling \$24.6 billion and \$21.0 billion of investment securities totaling \$7.5 billion to the FRB, which provided for up to \$20.3 billion and \$9.6 billion \$17.7 billion of collateralized borrowing through the discount window and BTFP program, respectively. Total available collateralized borrowings with the FRB totaled \$29.9 billion at September 30, 2023. window.

The table below details the Corporation's sources of available liquidity at September 30, 2023 March 31, 2024.

(dollar amounts in millions)		(dollar amounts in millions)	Total Capacity	Borrowings Outstanding	Available Liquidity
Cash on deposit with FRB (a)	Cash on deposit with FRB (a)				\$ 6,674
Unencumbered investment securities (b)					
Secured borrowing facilities:					
FHLB	FHLB	\$17,310	\$ 8,800		8,510
FRB:					
BTFP		9,579	—		9,579
Discount Window		20,307	—		20,307
FHLB					
FHLB					
FRB					
Total available liquidity	Total available liquidity				\$45,070

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

59

(a) In October 2023, Fitch Ratings Inc. affirmed the Corporation and Bank's debt ratings as A- and changed the outlook to Negative, noting relatively higher usage of brokered deposits and wholesale funding. For additional information, see the rating discussion within "Item 1A. Risk Factors".

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 September 30, 2023 March 31, 2024, the Retail Banking Bank and general Middle Market segments, both highly diversified and granular, accounted for 36% 39% and 27% 26% of the total deposit base, respectively. Corporate Banking and Technology and Life Sciences comprised 6% and 5% each of total deposits, respectively, which were the largest deposit concentrations of the more specialized business lines.

	September 30, 2023	December 31, 2022
Operating income	1,000	1,000
Depreciation and amortization	100	100
Provision for doubtful accounts	20	20
Gain on sale of equipment	10	10
Loss on sale of investment	(10)	(10)
Interest income	10	10
Interest expense	(10)	(10)
Income tax expense	(20)	(20)
Net income	1,000	1,000
Dividends paid	(100)	(100)
Net change in cash	900	900
Cash at beginning of period	100	100
Cash at end of period	900	900

Total uninsured deposits, excluding affiliate deposits	
--	--

Total uninsured deposits, excluding affiliate deposits	\$26,515	42	% \$27,421	41	%
--	----------	----	------------	----	---

Time deposits otherwise uninsured, which consist of foreign office time deposits, totaled **\$5 \$18** million at **September 30, 2023** **March 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 **\$317 million** **\$281 million** at **September 30, 2023** **March 31, 2024**, compared to **\$843 million** **\$687 million** at **December 31, 2022** **December 31, 2023**.

60 57

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 to the consolidated financial statements included in the Corporation's **2022 2023** Annual Report. 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, 2022** **December 31, 2023**, 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 on pages **F-31 F-35** through **F-34 F-38** in the Corporation's **2022 2023** Annual Report. **Below is an addition** **As of the date of this report, there have been no significant changes** to the **Corporations's** critical accounting estimates **as** disclosed in the Corporation's **2022 2023** Annual Report.

GOODWILL

Goodwill 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. At September 30, 2023 and December 31, 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.

61 58

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 our 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.

62 59

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.

<i>(dollar amounts in millions, except per share data)</i>	<i>(dollar amounts in millions, except per share data)</i>	<b>September 30, 2023</b>	<b>December 31, 2022</b>	<i>(dollar amounts in millions, except per share data)</i>		<b>March 31, 2024</b>	<b>December 31, 2023</b>
<b>Common Equity Tier 1 Capital (a):</b>	<b>Common Equity Tier 1 Capital (a):</b>						
<b>Common Equity Tier 1 Capital (a):</b>	<b>Common Equity Tier 1 Capital (a):</b>						
<b>Common Equity Tier 1 Capital (a):</b>	<b>Common Equity Tier 1 Capital (a):</b>						
Tier 1 capital	Tier 1 capital						
Tier 1 capital	Tier 1 capital						
Tier 1 capital	Tier 1 capital	\$ 8,866	\$ 8,278				
Less:	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	Fixed-rate reset non-cumulative perpetual preferred stock						
Fixed-rate reset non-cumulative perpetual preferred stock	Fixed-rate reset non-cumulative perpetual preferred stock	394	394				
Common equity tier 1 capital	Common equity tier 1 capital	\$ 8,472	\$ 7,884				
Risk-weighted assets	Risk-weighted assets	\$78,499	\$78,871				
Tier 1 capital ratio	Tier 1 capital ratio	11.29 %	10.50 %	Tier 1 capital ratio		12.01 %	11.60 %
Common equity tier 1 capital ratio	Common equity tier 1 capital ratio	10.79	10.00				
<b>Tangible Common Equity Ratio:</b>	<b>Tangible Common Equity Ratio:</b>						
Total shareholders' equity	Total shareholders' equity	\$ 4,972	\$ 5,181				
Total shareholders' equity	Total shareholders' equity						
Less:	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					
Fixed-rate reset non-cumulative perpetual preferred stock	Fixed-rate reset non-cumulative perpetual preferred stock	394	394		
Common shareholders' equity	Common shareholders' equity	\$ 4,578	\$ 4,787		
Less:	Less:				
Goodwill					
Goodwill					
Goodwill	Goodwill	635	635		
Other intangible assets	Other intangible assets	8	9		
Tangible common equity	Tangible common equity	\$ 3,935	\$ 4,143		
Total assets	Total assets	\$85,706	\$85,406		
Less:	Less:				
Goodwill	Goodwill	635	635		
Goodwill					
Goodwill					
Other intangible assets	Other intangible assets	8	9		
Tangible assets	Tangible assets	\$85,063	\$84,762		
Common equity ratio	Common equity ratio	5.34 %	5.60 %	Common equity ratio	7.12 %
Tangible common equity ratio	Tangible common equity ratio	4.62	4.89		7.00 %
Tangible Common Equity per Share of Common Stock:	Tangible Common Equity per Share of Common Stock:				
Common equity	shareholders'				
Common equity	shareholders'				
Common shareholders' equity	Common shareholders' equity	\$ 4,578	\$ 4,787		
Tangible common equity	Tangible common equity	3,935	4,143		



### ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

Quantitative and qualitative disclosures for the current period can be found in the "Market and Liquidity Risk" section of "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations."

### ITEM 4. Controls and Procedures

- (a) Evaluation of Disclosure Controls and Procedures. The Corporation maintains a set of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) that are designed to ensure that information required to be disclosed by the Corporation in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Corporation's management, including the Corporation's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management has evaluated, with the participation of the Corporation's Chief Executive Officer and Chief Financial Officer, the effectiveness of the Corporation's disclosure controls and procedures as of the end of the period covered by this quarterly report (the Evaluation Date). Based on the evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer have concluded that, as of the Evaluation Date, the Corporation's disclosure controls and procedures are effective.
- (b) Changes in Internal Control Over Financial Reporting. During the period to which this report relates, there have not been any changes in the Corporation's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or that are reasonably likely to materially affect, such controls.

## PART II. OTHER INFORMATION

### ITEM 1. Legal Proceedings

For information regarding the Corporation's legal proceedings, see "Part I. Item 1. Note 12 – Contingent Liabilities," which is incorporated herein by reference.

### ITEM 1A. Risk Factors

Other than as set forth below, there has been no material change in the Corporation's risk factors as previously disclosed in our Form 10-K for the Corporation's 2022 Annual Report year ended December 31, 2023 in response to Part I, Item 1A. of such report. Form 10-K. Such risk factors are incorporated herein by reference.

Below we amend the following risk factors discussed in Part I, "Item 1A. Risk Factors - Liquidity Risk" in the Corporation's 2022 Annual Report:

▪ **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 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 Comerica experienced following the collapse of Silicon Valley Bank, Signature Bank and First Republic Bank, the failure of other financial institutions may cause deposit outflows as customers spread deposits among several different banks so as to maximize their amount of 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. If Comerica is 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.

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.

▪ **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 or by other institutions. Comerica

may be impacted if 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 following the collapse of Silicon Valley Bank, Signature Bank and First Republic Bank 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 default of its counterparty or client. There is no assurance that any such losses would not adversely affect, possibly materially, Comerica.

▪ **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. Since the recent banking industry disruption, Moody's has lowered the macro profile of the U.S. banking system to "Strong +" from "Very Strong -", reflecting general concern around the banking industry as a whole. In April 2023, Moody's downgraded the Corporation and Bank's credit ratings by one notch to Baa1 from A3 and changed the Corporation and Bank's outlooks to Negative related to uncertainty in the banking industry following the collapse of Silicon Valley Bank, Signature Bank and First Republic Bank and the subsequent impacts. In August 2023, Standard & Poor's downgraded the Corporation and Bank's credit ratings by one notch to BBB from BBB+ for the Corporation and to BBB+ from A- for the Bank, reaffirming their outlooks at Stable. In addition, in October 2023, Fitch changed the Corporation's and the Bank's outlooks to Negative, noting relatively higher usage of brokered deposits and wholesale funding.

There can be no assurance that Comerica will maintain its current ratings or that Comerica's credit ratings will not be downgraded again in the future. The impact of the recent downgrade 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 future reductions 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.

## ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

For information regarding the Corporation's purchase of equity securities, see "Part I. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Capital," which is incorporated herein by reference.

## ITEM 5. Other Information

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 September 30, 2023, except as may be noted below.

65 61

## ITEM 6. Exhibits



Exhibit No.	Description
3.1	<a href="#">Restated Certificate of Incorporation of Comerica Incorporated (filed as Exhibit 3.2 to Corporation's Current Report on Form 8-K dated August 4, 2010, and incorporated herein by reference).</a>
3.2	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation of Comerica Incorporated (filed as Exhibit 3.2 to Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, and incorporated herein by reference).</a>
3.3	<a href="#">Amended and Restated Bylaws of Comerica Incorporated (filed as Exhibit 3.3 to Corporation's Current Report on Form 8-K dated November 3, 2020, and incorporated herein by reference).</a>
3.4	<a href="#">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 Corporation's Current Report on Form 8-K dated May 26, 2020, and incorporated herein by reference).</a>
4	[In accordance with Regulation S-K Item No. 601(b)(4)(iii), the Corporation 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 Corporation hereby agrees to furnish a copy of any such instrument to the SEC upon request.]
31.1	<a href="#">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).</a>
31.2	<a href="#">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).</a>
32*	<a href="#">Section 1350 Certification of Periodic Report (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002).</a>
101	Financial statements from Quarterly Report on Form 10-Q of the Corporation for the quarter ended <b>September 30, 2023</b> <b>March 31, 2024</b> , formatted in Inline XBRL: (i) the Consolidated Balance Sheets (unaudited), (ii) the Consolidated Statements of Comprehensive Income (unaudited), (iii) the Consolidated Statements of Changes in Shareholders' Equity (unaudited), (iv) the Consolidated Statements of Cash Flows (unaudited) and (v) the Notes to Consolidated Financial Statements (unaudited).
104	The cover page from the Corporation's Quarterly Report on Form 10-Q for the quarter ended <b>September 30, 2023</b> <b>March 31, 2024</b> , formatted in Inline XBRL (included in Exhibit 101).
* The certification attached as Exhibit 32 is not deemed "filed" with the SEC and is not to be incorporated by reference into any filing of the Corporation under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.	

66 62

## SIGNATURE

Pursuant to the requirements 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.

COMERICA INCORPORATED  
(Registrant)

/s/ Mauricio A. Ortiz

Mauricio A. Ortiz  
Executive Vice President,  
Chief Accounting Officer,  
Controller and  
Duly Authorized Officer

Date: **October 30, 2023** **April 26, 2024**

67 63

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 report on Form 10-Q for the quarterly period ended September 30, 2023 March 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: October 30, 2023 April 26, 2024

/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 report on Form 10-Q for the quarterly period ended September 30, 2023 March 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: **October 30, 2023** April 26, 2024

/s/ James J. Herzog

James J. Herzog

Senior Executive Vice President and Chief Financial Officer

Exhibit 32

**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 Quarterly Report on Form 10-Q of the Company for the quarterly period ended **September 30, 2023** March 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: **October 30, 2023** April 26, 2024

/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

#### 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.

©2024, Refinitiv. All rights reserved. Patents Pending.