



## **2025 Resolution Plan**

**FOIA Confidential Treatment Requested Pursuant To  
5 U.S.C. § 552(b) and 12 C.F.R. §§ 309.5(g)(4) and 309.5(g)(8)**

Bank 2013-2025. All rights reserved.

Comerica Bank and Comerica Bank & Trust, National Association are  
each a Member of the Federal Deposit Insurance Corporation

Equal Opportunity Lender

## A. Public Section and Public Summary of the IDI Resolution Plan

---

### Table of Contents

---

A. Public Section and Public Summary of the IDI Resolution Plan	A-1
Table of Contents	A-1
Introductory Remarks	A-2
1. Overview of Comerica CIDI's Business	A-4
2. Names of Material Entities	A-5
3. Core Business Lines	A-5
4. Consolidated Financial Information regarding Assets, Liabilities, Capital, Major Funding Sources	A-6
Figure 4-1 Comerica Bank Consolidated Balance Sheet	A-6
Figure 4-2 Comerica Bank Funding Sources	A-9
5. Derivatives and Hedging Activities	A-9
6. List of Payment, Clearing, and Settlement Providers	A-10
7. Foreign Operations	A-11
8. Material Supervisory Authorities	A-11
Figure 8-1 Primary Regulatory Authorities	A-12
Figure 8-2 Secondary Regulatory Authorities	A-12
Figure 8-3 Foreign Regulatory Authorities	A-12
9. Principal Officers	A-13
10. Corporate Governance Structure and Processes Related to Resolution Planning	A-13
Figure 10-1 Comerica Bank's Resolution Planning Governance Structure	A-14
11. Material Management Information Systems	A-14
12. Conclusion	A-15

## Introductory Remarks

In order to promote financial stability, the Federal Deposit Insurance Corporation (“**FDIC**”) adopted the Insured Depository Institution (“**IDI**”) Rule under 12 Code of Federal Regulations 360.10, to ensure that depositors receive prompt access to their insured deposits in the event of the failure of an IDI and to enable the FDIC to have access to all of the material information it needs to efficiently resolve a Covered Insured Depository Institution (“**CIDI**”) in the event of its failure.

The FDIC adopted a rule under *Sections 11 and 13* of the Federal Deposit Insurance Act (“**FDI Act**”) requiring each IDI with at least \$50 billion or more in total consolidated assets to periodically submit to the FDIC a plan for the institution’s “rapid and orderly” resolution in the event of material financial distress or its failure.

Comerica Bank (“**the Bank**”) meets the criteria of a CIDI with assets more than \$50 billion but less than \$100 billion and is therefore required to submit an informational filing as a Group B filer (also referred as the “**Resolution Plan**” or “**the Plan**”). This document constitutes the resolution submission informational filing for the Bank. The Bank submitted its most recent IDI Resolution Plan to the FDIC in 2018.

In the unlikely event of failure, the Bank’s Resolution Plan provides for the resolution of the Bank and its Material Entities in a timely and orderly manner with minimal disruption to customers. The contents of the Plan are based on a hypothetical and unlikely failure of the IDI, as required by the FDIC. As a result, the Plan should be considered solely in the context of fulfilling a prescribed regulatory requirement and should not be interpreted as an expectation of the scenarios or outcomes described herein. Further, the Plan is not binding upon the Bank, a bankruptcy court, or other resolution authority.

As detailed in the Plan, in the highly unlikely event of the Bank failing, it is assumed that the Bank’s resolution would occur without the need for external financial support of the United States government or the U.S. taxpayer for continued funding. Moreover, under this Plan, the failure of the Bank would neither pose a systemic risk nor have an adverse impact on the financial system of the United States.

The Board of Directors of the Bank have approved the Plan prior to its submission to the FDIC.

## Forward Looking Statements

This Plan and any information incorporated herein may constitute “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Words such as “anticipates,” “believes,” “contemplates,” “feels,” “expects,” “estimates,” “seeks,” “strives,” “plans,” “intends,” “outlook,” “forecast,” “position,” “target,” “mission,” “assume,” “achievable,” “potential,” “strategy,” “goal,” “aspiration,” “opportunity,” “initiative,” “outcome,” “continue,” “remain,” “maintain,” “on track,” “trend,” “objective,” “looks forward,” “projects,” “models,” and variations of such words and similar expressions, or future or conditional verbs such as “will,” “would,” “should,” “could,” “might,” “can,” “may” or similar expressions, as they relate to the Comerica Enterprise<sup>1</sup> or its management, are intended to identify forward-looking statements. These forward-looking statements are predicated on the beliefs and assumptions of management based on information known to management as of the date of this Plan and do not purport to speak as of any other date.

---

<sup>1</sup> Comerica Incorporated and its consolidated subsidiaries are referred to in this Plan, collectively, as the “Comerica Enterprise.”

Forward-looking statements may include descriptions of plans and objectives of Comerica Enterprise's management for future or past operations, products or services, and forecasts of its revenue, earnings, or other measures of economic performance, including statements of profitability, business segments and subsidiaries, estimates of credit trends and global stability. Such statements reflect the view of 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, actual results of the Comerica Enterprise could differ materially from those discussed.

For discussion of factors that may cause actual results to differ from expectations, please refer to Comerica Incorporated's filings with the Securities and Exchange Commission. In particular, please refer to "Item 1A. Risk Factors" of Comerica Incorporated's Annual Report on Form 10-K for the year ended December 31, 2024.

## 1. Overview of Comerica CIDI's Business

Comerica Enterprise<sup>2</sup> traces its roots back to the formation of the Detroit Savings Fund Institute in Michigan in 1849. Since that time, Comerica Bank ("**the Bank**") and Comerica Incorporated ("**the Parent**") grew with Detroit and the Michigan economy along with the auto industry, followed demographic shifts of the people of Michigan to Florida and Texas, and first expanded to California as a result of auto dealer financing. In 2007, Comerica moved its headquarters to Dallas, Texas, and since then has been advancing its strategy to diversify its customer base and reach into key high-growth markets. Comerica has offices in 17 states and services 14 of the 15 largest U.S. metropolitan areas, as well as Canada and Mexico. The longevity of the Comerica Enterprise is a testament to its strong relationship banking focus, conservative principles, and people—the approximately 7,900 employees who serve as ambassadors in the community.

Comerica Bank represents 99% of the consolidated assets of the Parent. The Bank is a Texas state-chartered commercial bank that is a member of the Federal Reserve System. The Bank offers a full-suite of banking products and services through an extensive banking center system of 378 retail banking center locations across Texas, California, Michigan, Arizona, and Florida, with secondary operations in several mountain, southeastern, and other states, as well as in Canada, Mexico, and the Caribbean. The Bank has nine direct wholly-owned subsidiaries as well as 11 indirect subsidiaries.

As of December 31, 2024, the Bank reported total assets of \$79 billion, total liabilities of \$73 billion, and equity capital of \$6 billion. Net loans totaled \$49 billion and deposits totaled \$65 billion.

The Bank is structured in three primary business line segments: Commercial Bank, Retail Bank, and Wealth Management.

- Commercial Bank segment serves large corporate and Middle Market customers, multinational corporations, and governmental entities by offering an array of loan and deposit products and financial services.
- Retail Bank segment provides small business banking and personal financial services, including loan and deposit products and other business banking services. This group also provides a full range of consumer products, including deposit accounts, installment loans, credit cards, home equity lines of credit, and residential mortgage loans.
- Wealth Management segment offers products and services consisting of fiduciary services, private banking, retirement services, investment management, advisory services, investment banking, and insurance.

The Bank offers a full suite of banking products and services. Commercial lending and deposit products are delivered through a team of Commercial Relationship Managers using the Bank's Relationship Banking model. Consumer deposit and lending products are offered through the bank's banking center network, online through the [www.comerica.com](http://www.comerica.com) website, via mobile app, and by phone. The Bank also offers cash management, treasury, capital markets and security services. Fiduciary and Wealth Management products and services are provided through a network of Wealth Management advisors and through Comerica Financial Advisors.

Comerica Incorporated serves as a financial holding company for the Bank and is incorporated under the laws of the State of Delaware, headquartered in Dallas, Texas. In a

---

<sup>2</sup> Comerica Incorporated and its consolidated subsidiaries are referred to in this Plan, collectively, as the "Comerica Enterprise."

business-as-usual context, the Parent serves as a vehicle for accessing the capital markets, receives dividends from its consolidated subsidiaries, and facilitates the movement of capital, liquidity and funding throughout the Comerica Enterprise for strategic or other purposes.

Comerica Incorporated directly or indirectly owns all the outstanding shares of common stock of its two Insured Depository Institution (“**IDI**”) subsidiaries: Comerica Bank, a Texas banking association, and Comerica Bank & Trust, National Association (“**CB&T**”), as well as several non-banking subsidiaries.

## 2. Names of Material Entities

The IDI Rule defines a Material Entity (“**ME**”) as a company, a domestic branch, or a foreign branch that is significant to the activities of a Critical Service or Core Business Line (“**CBL**”) of the Covered Insured Depository Institution (“**CIDI**”), including all IDIs that are subsidiaries or affiliates of the CIDI. The Bank identified three MEs, as defined by the Rule:

- Comerica Bank is wholly owned, state-chartered banking subsidiary of Comerica Incorporated and for purposes of the Rule, is the IDI. Comerica Bank is subject to supervision by the Federal Reserve and Texas Department of Banking. The Bank is also subject to oversight by the Federal Deposit Insurance Corporation, Consumer Financial Protection Bureau, and U.S. Commodity Futures Trading Commission.
- Comerica Bank & Trust, National Association is a wholly owned federally chartered national bank subsidiary of Comerica Incorporated. CB&T is located in Michigan and primarily provides trust, fiduciary, and wealth management products and services. CB&T is subject to supervision by the Office of Comptroller of the Currency and Federal Reserve. CB&T is also subject to oversight by the Federal Deposit Insurance Corporation and U.S. Commodity Futures Trading Commission.
- Comerica Management Company is a wholly owned subsidiary of Comerica Bank that provides employee and administrative support services to Comerica Incorporated and Comerica Bank.

## 3. Core Business Lines

The IDI Rule defines Core Business Lines as business lines, including associated operations, services, funds, and support, that upon failure would result in material loss of revenue, profit, or franchise value. The Bank identified three CBLs, as defined by the Rule:

- **Commercial Bank:** The Commercial Bank meets the needs of large corporate, Middle Market, and small businesses, multinational corporations and governmental entities by offering a wide spectrum of loan and deposit products and services, including commercial loans and lines of credit, deposits, cash management, payment solutions, card services, capital markets products, international trade finance and letters of credit. The Commercial Bank CBL activity is centered on the following business units: Middle Market; Commercial Real Estate; National Dealer Services; US Banking; Business Banking; Environmental Services; Equity Fund Services; International Finance; Energy; Entertainment; Technology and Life Sciences; National Card Services; Municipalities; and Financial Services Division. As of December 31, 2024, Commercial Bank reported total loans and total deposits of \$43 billion and \$34 billion, respectively.
- **Retail Bank:** The Retail Bank CBL includes a full range of personal financial services, consisting of consumer lending, consumer deposit gathering and mortgage loan

origination. The Retail Bank CBL also offers loan and deposit products and services to small businesses who are serviced through a team of dedicated relationship bankers and the banking center network. As of December 31, 2024, Retail Bank reported total loans and total deposits of \$2 billion and \$24 billion, respectively.

- Wealth Management:** The Wealth Management CBL provides products and services, including financial planning, trust and fiduciary, investment management, and advisory, brokerage, private banking lending, insurance, and business transition planning, to affluent, high net worth and ultra-high-net-worth individuals and families, business owners and executives, and institutional clients. The Wealth Management CBL partners with the Retail Bank and Commercial Bank CBLs to offer services and products. The Wealth Management CBL is comprised of three primary lines of business: Private Wealth Management, Comerica Financial Advisors, and Fiduciary Services (Trust). As of December 31, 2024, Wealth Management reported total loans and total deposits of \$5 billion and \$4 billion, respectively.

#### 4. Consolidated Financial Information regarding Assets, Liabilities, Capital, Major Funding Sources

Figure 4-1 presents the Bank’s balance sheet below as reported on the December 31, 2024, Consolidated Reports of Condition and Income for a Bank with Domestic and Foreign Offices (Federal Financial Institutions Examination Council Form 031).

**Figure 4-1 Comerica Bank Consolidated Balance Sheet**

(December 31, 2024 in millions of dollars)

Account	Amount
<b>Assets</b>	
Real Estate Loans in Domestic Offices	\$21,834
Commercial Loans in Domestic Offices	\$24,021
Individual Loans in Domestic Offices	\$472
Agricultural Loans in Domestic Offices	\$38
Other Loans and Leases in Domestic Offices	\$3,958
Loans and Leases in Foreign Offices	\$435
<i>Loans Not Held for Sale</i>	\$50,539
<i>Loans Held for Sale</i>	\$219
Less: Loans and Leases Allowance	\$690
U.S. Treasury and Agency Securities - AFS	\$13,890
U.S. Treasury and Agency Securities - HTM	\$—
Municipal Securities	\$—
Foreign Debt Securities	\$—
All Other Securities	\$1,164



## Public Section

Account	Amount
Interest Bearing Bank Balances	\$5,974
Federal Funds Sold and Resales	\$—
Trading Account Assets	\$292
<i>Total Investments</i>	\$21,320
<i>Total Earning Assets</i>	\$71,388
Cash and Due From Banks	\$901
Premises and Fixed Asset	\$767
Other Real Estate Owned	\$—
Investment in Unconsolidated Subsidiaries	\$5
Other Assets (including Intangible Assets)	\$6,271
<b>Total Assets</b>	<b>\$79,332</b>

Liabilities	
Demand Deposits	\$34,236
Money Market Deposit Accounts	\$24,009
Other Savings Accounts	\$2,115
Time Deposits below \$250 thousand	\$3,117
Time Deposits over \$250 thousand	\$1,386
Deposits in Foreign Offices	\$338
<i>Total Deposits</i>	\$65,201
Federal Funds Purchased and Resale	\$—
FHLB Borrowings with Maturity < 1 year	\$1,000
FHLB Borrowings with Maturity > 1 year	\$2,974
Other Borrowings with Maturity < 1 year	\$—
Other Borrowings with Maturity > 1 year	\$1,311
Acceptances and Other Liabilities	\$1,759
Subordinated Notes and Debentures	\$954
<i>Total Liabilities</i>	\$73,199
Total Bank Capital and Minority Interests	\$6,133
<b>Total Liabilities and Capital</b>	<b>\$79,332</b>

## Capital Structure

The Bank, as of December 31, 2024, has Tier 1 Capital which totals \$8.5 billion. Tier 2 Capital consists of \$527 million in regulatory qualifying subordinated debt and the adjusted allowance for credit losses of \$725 million. Total assets for the leverage ratio measured \$81.6

billion and total risk weighted assets measured \$72.8 billion resulting in the following regulatory capital ratios as of December 31, 2024:

- Tier 1 leverage ratio – 10.47%
- Common equity tier 1 capital ratio – 11.74%
- Tier 1 capital ratio – 11.74%
- Total capital ratio – 13.45%

### Capital Management

The Bank and the Parent have a robust process for managing the capital position. The Board of Directors oversees all elements of the capital management process. A Capital Management Committee meets at least quarterly to monitor capital and provide direction and decisions related to capital management.

An annual Capital Plan is produced that includes forecasted capital ratios for the Bank including under a stress scenario to demonstrate that strong capital levels can be maintained. The Capital Plan is developed under a robust risk management framework to enable a sustainable and dynamic assessment of risk across the organization from a bottom-up perspective and to ensure these risks are captured or considered as a part of the overall stress testing process.

### Liquidity and Funding Sources

The Bank's liquidity and funding position is managed centrally by Corporate Treasury. Comerica undertakes comprehensive liquidity planning and management to ensure the organization will have sufficient access to funds to maintain its ongoing operations. Comerica leverages several mechanisms to ensure the availability of funding which include, conducting monthly liquidity stress testing to evaluate its ability to meet funding needs in hypothetical stressed environments, maintaining a buffer of high-quality liquid assets and cash, and producing cash flow forecasts that include inflows and outflows.

The primary source of funding is customer deposits. Scheduled payments, prepayments, and maturities from the loan and securities portfolio also provide a source of funds. In normal times, the Bank has access to a broad spectrum of funding sources including federal funds purchased, repurchase agreements, Federal Home Loan Bank ("FHLB") and Federal Reserve Bank borrowing lines, brokered deposits, and senior and subordinated term funding. Figure 4-2 presents funding sources of the Bank.

**Figure 4-2 Comerica Bank Funding Sources**

(December 31, 2024 in millions of dollars)

Funding Sources Accounts	Amount
<b>Deposits</b>	
Demand Deposits	\$34,236
Money Market Deposit Accounts	\$24,009
Other Savings Accounts	\$2,115
Time Deposits below \$250 thousand	\$3,117
Time Deposits over \$250 thousand	\$1,386
Deposits in Foreign Offices	\$338
<b>Short-Term Borrowings</b>	
Federal Funds Purchased and Resale	\$—
FHLB Borrowings with Maturity < 1 year	\$1,000
Other Borrowings with Maturity < 1 year	\$—
<b>Long-Term Borrowings</b>	
FHLB Borrowings with Maturity > 1 year	\$2,974
Other Borrowings with Maturity > 1 year	\$1,311
Acceptances and Other Liabilities	\$1,759
Subordinated Notes and Debentures	\$954

## 5. Derivatives and Hedging Activities

In the normal course of business, the Bank enters into various risk management transactions involving derivatives to manage exposure to fluctuations in interest rate, foreign currency, and other market risks and to meet the financing needs of customers. Derivative instruments utilized by Comerica 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.

### Risk Limits and Hedging Strategies

The Bank's interest rate risk position is managed centrally by Corporate Treasury. Comerica uses investment securities and derivative instruments as asset and liability management tools with the overall objective of managing the volatility of net interest income from changes in interest rates. These tools assist management in achieving the desired interest rate risk management objectives.

Comerica also sells and purchases interest rate caps and floors and enters into foreign exchange contracts, interest rate swaps and energy derivative contracts to accommodate the needs of customers requesting such services. To limit the market risk of these activities, Comerica generally takes offsetting positions with dealers.

### Counterparty Exposure

Derivatives with dealer counterparties are either cleared through a clearinghouse or settled directly with a counterparty on a bilateral basis. All counterparties including Bank customers are subject to credit approvals and limits similar to those used in making other

extensions of credit. The Bank regularly monitors derivative transactions entered into with customers consistent with policy.

### Booking Practices

The Bank has a Customer Risk Management Products sales and trading desk that is responsible for executing all trades with Bank customers and offsetting or managing that position with a financial counterparty. Additionally, the designated Treasury officers of the Parent and the Bank are authorized to enter into other interest rate derivative transactions associated with the risk management of the balance sheet. Independent middle and back-office groups are established to provide oversight of trade activities and support trade validation and settlement activities.

## 6. List of Payment, Clearing, and Settlement Providers

The Bank utilizes services of or is a customer of multiple FMUs, agent banks, and other Payment, Clearing, and Settlement service (“**PCS**”) providers (collectively referred to as “**PCS Service Providers**”). The Bank’s relationship with these PCS Service Providers is referred to as “membership” throughout this section. These PCS Service Providers provide capabilities that support the offerings of the Bank’s three CBLs: Commercial Bank, Retail Bank, and Wealth Management.

While these services are primarily utilized by the Bank’s operations, certain affiliates (e.g., CB&T) also access these services via the Bank’s direct memberships. In addition to the Bank’s direct memberships with all PCS Service Providers, the Bank’s Parent maintains a direct membership with three agent banks (JPMorgan Chase & Co., Morgan Stanley, and Wells Fargo & Company) that facilitate clearing activities with the Chicago Mercantile Exchange (“**CME**”).

The Bank maintains a direct membership with the following PCS Service Providers:

- **The Clearing House**, providing Electronic Payments Network, Image Exchange, and Realtime Payments Network services
- **Federal Reserve Financial Services**, providing FedACH Services, Fedwire Funds Services, Fedwire Securities Services, and Check Services
- **Society for Worldwide Interbank Financial Telecommunications**, providing financial transaction messaging services
- **Fidelity Information Services**, providing the Endpoint Exchange service for electronic check processing
- **Elan Financial Services**, providing white-label credit card processing services
- **Mastercard, Inc.**, providing payment network services, including debit, credit, and prepaid card products
- **Visa, Inc.**, providing consumer credit card services supporting Bank-issued Visa-branded cards
- **PULSE**, providing debits payment network services supporting the Bank’s Debit Mastercard and non-signature-based transactions
- **Worldpay, Inc.**, enabling Bank merchant customers to accept credit and debit payments

- **The Depository Trust & Clearing Corporation**, providing various trading services to Bank Trust customers and clearing and settlement services for brokered certificates of deposit
- **The Bank of New York Mellon Corporation**, serving as settlement agent for the IntraFi Cash Service
- **JPMorgan Chase & Co.**, providing check clearing services and serving as settlement agent for Bank activity on the CME
- **Morgan Stanley**, serving as settlement agent for Bank activity on the CME
- **Wells Fargo & Company**, serving as settlement agent for Bank activity on the CME

## 7. Foreign Operations

Cross border activities are limited. The Bank maintains a branch in Canada, a Representative Office in Mexico, and a branch in Cayman Islands. Banking services are provided to foreign-owned, North American-based companies and to international operations of US-based companies active in these domiciles. Some level of coordination with foreign jurisdictions would be required in the event of a resolution. The following are the foreign subsidiaries, branches, representative offices and affiliates through which the Bank operates:

- Comerica Bank, Canada branch
- Comerica Bank, Cayman Islands branch
- Cass & Co (subsidiary of the Bank)
- Comerica Bank, Oficina de Representacion en Mexico
- Comerica Assurance Ltd. (subsidiary of the Parent)

The Bank, through its Canada branch, offers commercial products such as loans, deposits, cash management, and foreign exchange services. The branch does not offer any retail or personal banking products. The Bank maintains a Cayman Islands branch where depository and treasury services are offered. The Bank, in coordination with Cass & Co, a Cayman Islands company that is used as a trust or custodial nominee, is able to facilitate the trading of securities (offshore mutual funds) owned by offshore clients with trust or custodial accounts. Through the Mexican Representative Office, the Bank also conducts permitted activities as defined by the primary regulatory body, the Comision Nacional Bancaria y de Valores (“**CNBV**”). These include the promotion and marketing of the Bank’s products and services, relationship management support, and the facilitation of communication between the local market and Comerica. In addition, the Bank also has a captive insurance company, Comerica Assurance Ltd, which is a subsidiary of the Parent in Bermuda.

## 8. Material Supervisory Authorities

Figure 8-1 lists the regulatory authorities with primary oversight responsibilities with respect to the Bank.

**Figure 8-1 Primary Regulatory Authorities**

Agency	Focus On
Federal Reserve Bank of Dallas	Safety and Soundness, Trust, Information Technology ("IT"), Community Reinvestment Act ("CRA") and Compliance with applicable laws and regulations.
Texas Department of Banking	Safety and Soundness, Trust, IT, CRA and Compliance with applicable laws and regulations with respect to the Bank.

Figure 8-2 lists the other regulatory authorities with secondary oversight responsibilities with respect to the Bank.

**Figure 8-2 Secondary Regulatory Authorities**

Agency	Focus On
U.S. Commodity Futures Trading Commission	Regulation of derivatives transactions executed by the Bank.
Federal Deposit Insurance Corporation	Deposit insurance coverage, financial reporting and resolution preparedness, and compliance with applicable laws and regulations.
Financial Industry Regulatory Authority	Investor protection and market integrity through its regulation of the securities industry.
Securities and Exchange Commission	Investor protection, maintenance of fair, orderly, and efficient markets, and facilitation of capital formation.
Consumer Financial Protection Bureau	Supervision and regulation for purposes of assessing compliance with federal consumer financial laws.
Department of Insurance and Financial Services of the State of Michigan	Regulation of insurance companies, agents, and agencies with the state of Michigan.
Texas Department of Insurance	Regulation of insurance companies, agents, and agencies with the state of Texas.

Figure 8-3 lists the foreign regulatory authorities with additional oversight responsibilities with respect to the Bank.

**Figure 8-3 Foreign Regulatory Authorities**

Agency	Focus On
Office of the Superintendent of Financial Institutions (Canada)	Regulation of the Bank regarding its Canada branch.
Cayman Islands Monetary Authority (Cayman Islands)	Regulation of the Bank regarding its Cayman Islands branch under its Category B Banking License and its subsidiary Cass & Co.
Banco de México (Mexico)	Regulation of the Bank regarding its Monterrey, Mexico representative office.
Comisión Nacional Bancaria y de Valores (Mexico)	Oversees the business conduct of the Bank regarding its Monterrey, Mexico representative office.
Secretaría de Hacienda y Crédito Público (Mexico)	Oversees the taxation of the Bank regarding its Mexican business transactions.
Bermuda Monetary Authority	Regulation of the Parent regarding its subsidiary (affiliate of the Bank), Comerica Assurance Ltd.

## 9. Principal Officers

As of May 2025, the key management officers of the Bank include:

- Curtis Farmer - Chairman, President and Chief Executive Officer
- Melinda Chausse - Chief Credit Officer and Interim Chief Risk Officer
- Megan Crespi - Chief Operating Officer
- James Herzog - Chief Financial Officer
- Peter Sefzik - Chief Banking Officer
- Megan Burkhart - Chief Administrative Officer
- Von Hays - Chief Legal Officer, General Counsel
- Bruce Mitchell - Chief Information Officer
- James Weber - Chief Experience Officer
- Christine Moore - Chief Audit Executive
- Wendy Bridges - Executive Director, Corporate Affairs
- Corey Bailey - Executive Director, Middle Market and Business Banking
- J. McGregor Carr - Executive Director, Wealth Management
- Michael Ritchie - Executive Director, National & Special Business
- Allysun Fleming - Executive Director, Payments
- Larry Franco - National Director, Retail and Small Business Banking

## 10. Corporate Governance Structure and Processes Related to Resolution Planning

Comerica Enterprise's corporate governance structure provides a framework that establishes processes, practices, and procedures by which the Parent and its subsidiaries, including the Bank, are directed and controlled.

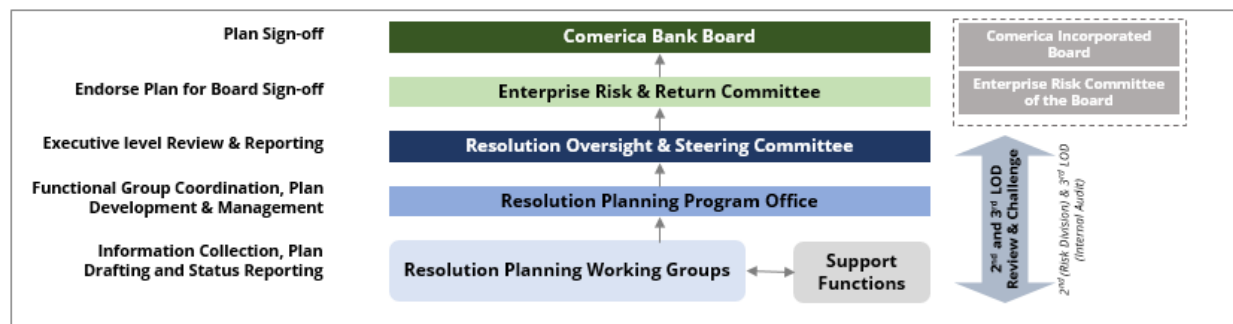
The Bank has established a robust governance structure to oversee planning, development, review and approval of resolution planning efforts. Governance over the Plan is accomplished through a variety of Board-level, executive management, and senior management committees. The Board of Directors of the Bank have the ultimate responsibility of approving the Plan and subsequent updates.

Development of the Plan is coordinated by the Resolution Planning Program Office ("**RPPO**") which is led by the CFO and the Treasurer of the Bank. The RPPO is responsible for compiling, reviewing, and maintaining all resolution-related information and is charged with supporting and maintaining the sustainability of resolution planning at the Bank, as well as implementing all legal and regulatory changes impacting the Plan.

The RPPO is the central coordinator of the Plan development and is supported by Resolution Planning Working Groups ("**Working Groups**"). Each Working Group is led by a senior executive across the Comerica Enterprise including each of the CBLs, as well as various functional support groups.

The Figure 10-1 provides a graphical representation of the governance structure developed to support resolution planning efforts.

**Figure 10-1 Comerica Bank’s Resolution Planning Governance Structure**



The RPPO is overseen by the Resolution Oversight and Steering Committee (the “**Oversight Committee**”) whose mandate is to provide executive level guidance on the Plan development and execution. The Oversight Committee is made up of senior executives across Finance, Risk, Technology & Operations, Payments, Corporate Affairs, Legal, and Human Resources. The Oversight Committee reports key updates and escalations to the Bank Enterprise Risk and Return Committee (“**ERRC**”) and the Bank Board of Directors. The Enterprise Risk Committee (under the Comerica Incorporated Board) is also informed of these key updates.

The Comerica Bank Board of Directors provides the ultimate approval for submission to the Federal Deposit Insurance Corporation (“**FDIC**”). The resolution planning process is overseen and challenged by representatives in the First Line of Defense, Second Line of Defense (Risk Division) and Third Line of Defense (Internal Audit).

## 11. Material Management Information Systems

The Management Information Systems (“**MIS**”) utilized by the Bank consist of many applications that are deemed critical to the operations and offerings of the Bank’s business lines and functions. The Key MIS identified by the Bank represent a subset of the Bank’s MIS that maintain information necessary to enable key activities for the Bank and its subsidiaries, including accounting, financial reporting, regulatory reporting, and risk management reporting.

The Bank’s Enterprise Data & Analytics group coordinates with business line and support function representatives to identify Key MIS utilized by the Bank. The Bank’s Technology & Operations group supports the MIS to ensure that they are continuously operational and support requirements of internal and external stakeholders.

During a resolution event, the Bank would provide regulatory agencies with access to any requested reports or data generated from the Key MIS; agency access to systems and reports would be provided through the individual business lines or functions utilizing the relevant systems. To facilitate access to systems or production of required reports, regulatory agencies could work with the RPPO to obtain access.

In the ordinary course of business, as well as in a resolution event, the Bank’s MIS are bolstered by robust governance. The Bank maintains a Business Continuity Program, which includes a Disaster Recovery Program consisting of strategies and physical provisioning to



maintain, recover, and restore critical IT platforms, applications, networks, data, and peripheral equipment. The Parent does not have its own disaster recovery plan and relies on the Bank's Disaster Recovery Plan.

In compliance with Federal Financial Institutions Examination Council guidance and applicable laws and regulations, the Bank's Board of Directors have approved the Business Continuity Plans and policies.

## **12. Conclusion**

The Bank has developed the 2025 Resolution Plan informational filing to support the development of strategic options for resolution by the FDIC. The Resolution Plan, together with the cooperation of the Bank, ensures that the FDIC has access to all of the material information and analysis needed to resolve the institution efficiently in the event of failure. It is thus assumed that, in the highly unlikely event of the Bank failing, the Bank's resolution would occur without the need for external financial support of the United States government or the U.S. taxpayer for continued funding. Based on resolution methodologies developed, the Bank believes its failure would neither pose a systemic risk nor have an adverse impact on the financial system of the United States.