

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name <u>Comerica Incorporated</u>		2 Issuer's employer identification number (EIN) <u>38-1998421</u>	
3 Name of contact for additional information <u>Darlene Persons</u>	4 Telephone No. of contact <u>(214)462-6831</u>	5 Email address of contact <u>dppersons@comerica.com</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>1717 Main Street</u>		7 City, town, or post office, state, and ZIP code of contact <u>Dallas, Texas 75201</u>	
8 Date of action <u>March 15, 2018</u>		9 Classification and description <u>Warrants: Adjustment to Exercise Price and Warrant Share Number</u>	
10 CUSIP number <u>20340 123</u>	11 Serial number(s)	12 Ticker symbol <u>CMP WW</u>	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Organizational action: Quarterly common stock dividend of \$.30 per share payable on April 1, 2018 to stockholders of record as of March 15, 2018.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ As a result of the dividend action, warrant holders as of record date, March 15, 2018 will realize a decrease in the exercise price of the legacy Sterling warrants from \$7.164 to \$7.159. No change in the warrant share number will occur from this action. However such action will be treated as a taxable distribution for federal income tax purposes under IRC Section 305(c) with a corresponding increase to basis. The applicable adjustment is calculated according to the Proposed Regulations Section 1.305-7(c)(4) for warrant holders as of March 15, 2018.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The change in basis described above is calculated as the excess of FMV immediately before the applicable adjustment over the FMV immediately after the applicable adjustment. The applicable adjustment occurs in accordance with the instrument terms stated as the record date, Proposed Regulations Section 1.305-7(c)(5). Therefore, a Black Scholes model was utilized to value the warrants as of record March 15, 2018 when CMA common stock was priced at \$98.05 per share resulting in an adjustment of \$.0012 per warrant share.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
IRC Section 305(c) and Proposed Regulations Section 1.305-7(c)

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
The above event on record date of March 15, 2018 impacts the tax year 2018.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ Jennielea Haynes Date ▶ 3/22/18
Print your name ▶ Jennielea Haynes Title ▶ Tax Director

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.