

COMERICA INCORPORATED
REGULATORY CAPITAL DISCLOSURES

For the Quarter Ended September 30, 2019



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OVERVIEW

Organization

Comerica Incorporated (“Comerica”) is a financial services company, incorporated under the laws of the State of Delaware, and headquartered in Dallas, Texas. Comerica has strategically aligned its operations into three major business segments: the Business Bank, the Retail Bank, and Wealth Management and operates in three primary geographic markets: Texas, California and Michigan, as well as in the states of Arizona and Florida, with select businesses operating in several other states, and in Canada and Mexico. Comerica operates two U.S. banking subsidiaries: Comerica Bank, a Texas banking association, and Comerica Bank and Trust, National Association, a limited purpose trust bank. At September 30, 2019, Comerica had total assets of approximately \$72.8 billion, total deposits of approximately \$56.8 billion, total loans of approximately \$51.5 billion and shareholders’ equity of approximately \$7.2 billion.

Regulatory Capital Standards and Disclosures

In July 2013, U.S. banking regulators issued a final rule for the U.S. adoption of the Basel III regulatory capital framework (“Basel III”)⁽¹⁾. Basel III includes a more stringent definition of capital and has introduced a new common equity Tier 1 (“CET1”) capital requirement; set forth two comprehensive methodologies for calculating risk-weighted assets (“RWA”), a standardized approach and an advanced approach; introduced two new capital buffers, a conservation buffer and a countercyclical buffer (applicable to advanced approach entities); established a new supplemental leverage ratio (applicable to advanced approach entities); and set out minimum capital ratios and overall capital adequacy standards. Banking organizations with at least \$250 billion in assets or \$10 billion of total on-balance sheet foreign exposure are considered advanced approach entities. Neither Comerica nor its banking subsidiaries meet these thresholds, and therefore each are subject to the standardized approach. Basel III became effective for standardized approach entities on January 1, 2015.

Definition of capital

Under Basel III, CET1 capital predominantly includes common shareholders’ equity, less certain deductions for goodwill, intangible assets and deferred tax assets that arise from net operating losses and tax credit carry-forwards. Additionally, Comerica has elected to permanently exclude capital in accumulated other comprehensive income (“AOCI”) related to debt securities classified as available-for-sale, cash flow hedges as well as for defined benefit postretirement plans from CET1 capital, an option available to standardized approach entities under Basel III (“AOCI opt-out election”). Tier 1 capital incrementally includes noncumulative perpetual preferred stock. Tier 2 capital includes Tier 1 capital as well as subordinated debt qualifying as Tier 2 and qualifying allowance for credit losses. In addition, in December 2018, the federal banking regulators adopted rules that would permit bank holding companies and banks to phase in, for regulatory capital purposes, the day-one impact of the new current expected credit loss accounting rule on retained earnings over a period of three years.

Risk-weighted assets

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

Disclosures

The qualitative and quantitative disclosures in this report regarding Comerica’s capital structure, capital adequacy, risk exposures, RWA and market risk (if applicable) are based on management’s current understanding of Basel III and other factors, which may be subject to change as additional clarification and implementation guidance is received from regulators and the interpretation of the rule evolves over time. The disclosures were reviewed and approved in accordance with Comerica’s regulatory disclosure policy, which has been approved by Comerica’s Board of Directors.

This report should be read in conjunction with Comerica’s Annual Report on Form 10-K for the year ended December 31, 2018 (“2018 Form 10-K”), and Quarterly Report on Form 10-Q for the period ended September 30, 2019 (“Third Quarter 2019 Form 10-Q”), which include important information on risk management policies and practices. A disclosure index is provided in Appendix A of this report and specific references have been included herein.

⁽¹⁾The final U.S. Basel III rules applicable to Comerica and Comerica Bank are codified in 12 C.F.R. Part 217 (Federal Reserve Board).

SCOPE OF APPLICATION

Basis of consolidation

The standardized approach to risk-weighted assets under Basel III applies to Comerica's consolidated financial statements and off-balance sheet exposures. Comerica's basis of consolidation for both financial and regulatory reporting purposes is in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"). Certain of Comerica's equity investments accounted for under either the proportional method, equity method or cost method are neither consolidated nor deducted from regulatory capital under Basel III, but instead are assigned an appropriate risk weight. There are no entities within the Comerica enterprise that are deconsolidated or whose capital is deducted for Basel III.

- For further information regarding Comerica's principles of consolidation, see Note 1 to the consolidated financial statements on page F-46 of Comerica's 2018 Form 10-K.

Capital in regulated subsidiaries

At September 30, 2019, total capital for each of Comerica's regulated banking subsidiaries, Comerica Bank and Comerica Bank & Trust, National Association, exceeded their respective minimum required regulatory capital amount. Comerica's regulated broker-dealer subsidiary, Comerica Securities, Inc., was also in compliance with minimum net capital requirements at September 30, 2019.

Restrictions on funds and capital transfers

Various federal laws limit borrowings by Comerica and its nonbank subsidiaries from its affiliate insured banking subsidiaries, and also limit various other transactions between Comerica and its nonbank subsidiaries, on the one hand, and Comerica's affiliate insured banking subsidiaries, on the other.

- Refer to "Transactions with Affiliates" in Part I, Item 1 on page 6 of Comerica's 2018 Form 10-K for further information.

There are statutory and regulatory requirements restricting the payment of dividends by subsidiary banks to Comerica, as well as by Comerica to its shareholders.

- For further information, see "Dividends" on page 5 in Part I, Item 1 and Note 20 to the consolidated financial statements on page F-92 of Comerica's 2018 Form 10-K.

Shares of common stock can only be redeemed by Comerica through repurchases.

- For additional information about capital and Comerica's share repurchase program, see "Capital" in Part I, Item 2 on page 46 of Comerica's Third Quarter 2019 Form 10-Q.

The Federal Reserve requires depository institutions to maintain cash reserves with a Federal Reserve Bank.

- See Note 20 to the consolidated financial statements on page F-92 of Comerica's 2018 Form 10-K for further information.

CAPITAL STRUCTURE

Regulatory capital instruments

Comerica's currently qualifying regulatory capital instruments consist of common stock and subordinated debt. Each share of Comerica's common stock entitles the holder to one vote for the election of directors and for all other matters to be voted on by Comerica's shareholders. Upon a liquidation, dissolution or similar proceeding, the holders of common stock would share proportionally in the residual assets remaining after all claims have been satisfied. Shares of common stock can only be redeemed by Comerica through repurchases.

- For additional information about capital and Comerica's share repurchase program, see "Capital" in Part I, Item 2 on page 46 of Comerica's Third Quarter 2019 Form 10-Q.

Comerica's subordinated debt contains no financial covenants. The subordinated debt is subject to standard events of default, including those related to payment of principal and interest, bankruptcy, insolvency, receivership and other similar actions and compliance with typical legal covenants.

- For further details regarding subordinated debt as of September 30, 2019, see Note 7 to the consolidated financial statements on page 24 of Comerica's Third Quarter 2019 Form 10-Q.

Regulatory capital components

Table 1: Reconciliation of Shareholders' Equity to Total Capital

A reconciliation of total shareholders' equity to CET1 capital, Tier 1 capital and Total capital is presented below.

<i>(in millions)</i>	September 30, 2019
Common stock	\$ 1,141
Capital surplus	2,172
Accumulated other comprehensive loss	(336)
Retained earnings	9,369
Less cost of common stock in treasury	(5,146)
Total common shareholders' equity/CET1 capital before adjustments and deductions	7,200
Less adjustments and deductions:	
AOCI opt-out election related adjustments	(336)
Other adjustments and deductions	644
CET1 capital/Tier 1 capital	6,892
Qualifying subordinated debt	698
Allowance for credit losses includable in Tier 2 capital	681
Tier 2 capital	1,379
Total capital (a)	\$ 8,271

(a) On a fully phased-in basis, the transitional adjustments to CET1 capital/Tier 1 capital and total capital are not significant.

- Further details about Comerica's regulatory capital can be found in Schedule HC-R to the September 30, 2019 Consolidated Financial Statements for Holding Companies - Form FR Y-9C.

CAPITAL ADEQUACY

Capital adequacy assessment process

Comerica assesses capital adequacy against the risk inherent in the balance sheet, recognizing that unexpected loss is the common denominator of risk and that common equity has the greatest capacity to absorb unexpected loss. Comerica periodically conducts stress tests to evaluate potential impacts to Comerica's forecasted financial condition under various economic scenarios and business conditions. These stress tests are a normal part of Comerica's overall risk management and capital planning process and are part of the forecasting process used by Comerica to conduct enterprise-wide stress tests.

Risk-weighted assets

Table 2: Risk-Weighted Assets by Exposure Type

The following table presents components of Comerica's risk-weighted assets calculated in accordance with the Basel III standardized approach as of September 30, 2019.

<i>(in millions)</i>	September 30, 2019
Cash items in process of collection	\$ 177
Exposures conditionally guaranteed by U.S. government agencies	72
Claims on U.S. government-sponsored entities	701
Exposures to state and local governments in the U.S.	12
Claims on and exposures guaranteed by U.S. depository institutions and foreign banks	73
Corporate exposures	46,258
High volatility commercial real estate loans	446
Residential mortgage loans	2,838
Consumer loans	544
Past due loans	333
Equity exposures	1,502
Other assets	3,116
Off-balance sheet commitments with original maturity greater than 1 year	9,966
Off-balance sheet commitments with original maturity of 1 year or less	725
Other off-balance sheet exposures	1,915
Over-the-counter derivative contracts	546
Total standardized risk-weighted assets	\$ 69,224

- Further details about Comerica's risk-weighted assets can be found in Schedule HC-R to the September 30, 2019 Consolidated Financial Statements for Holding Companies - Form FR Y-9C.

Risk-based capital ratios

Comerica and its U.S. banking subsidiaries are required to maintain minimum ratios of CET1, Tier 1 and Total capital to risk-weighted assets, as well as minimum leverage ratios (defined as Tier 1 capital divided by adjusted average assets) to be considered "adequately capitalized." Failure to meet minimum capital requirements could initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on Comerica's financial condition and results of operations.

Table 3: Minimum Required Capital Ratios

The following table presents the minimum ratios that Comerica and its U.S. banking subsidiaries are subject to as of September 30, 2019.

September 30, 2019	Minimum Capital Ratios	Well Capitalized Ratios for Bank Holding Companies (a)
CET1 capital to risk-weighted assets	7.000% (b)	—%
Tier 1 capital to risk-weighted assets	8.500 (b)	6.0
Total capital to risk-weighted assets	10.500 (b)	10.0
Tier 1 capital to adjusted average assets (leverage ratio)	4.000	—

- (a) The requirements for Comerica's bank subsidiaries to be considered "well capitalized" are 6.5% for CET1 capital, 8.0% for Tier 1 capital, 10.0% for total capital and a leverage ratio of at least 5.0%.
- (b) In addition to the minimum risk-based capital requirements, the Corporation is required to maintain a minimum capital conservation buffer of 2.5%, in the form of common equity, in order to avoid restrictions on capital distributions.

Table 4: Summary of Capital Positions and Ratios

The following table presents a summary of the capital positions of Comerica, Comerica Bank and Comerica Bank & Trust, National Association under the Basel III standardized approach at September 30, 2019.

September 30, 2019 <i>(dollar amounts in millions)</i>	Comerica	Comerica Bank	Comerica Bank & Trust, National Association
CET1 capital	\$ 6,892	\$ 7,192	\$ 67
Tier 1 capital	6,892	7,192	67
Total capital	8,271	8,378	67
Eligible retained income (a)	\$ (941)	\$ (58)	\$ (4)
Risk-weighted assets	\$ 69,224	\$ 68,946	\$ 24
Adjusted average assets (b)	71,584	71,346	67
CET1 capital to risk-weighted assets	9.96%	10.43%	280.30%
Tier 1 capital to risk-weighted assets	9.96	10.43	280.30
Total capital to risk-weighted assets	11.95	12.15	280.30
Capital conservation buffer (c)	3.95	4.15	272.30
Tier 1 capital to adjusted average assets (leverage ratio)	9.63	10.08	100.33

- (a) Represents the amount to which restrictions on capital distributions and discretionary bonuses would apply if the capital conservation buffer falls below the required minimum. Eligible retained income is the sum of net income for the four calendar quarters preceding the current calendar quarter, net of any distributions not already reflected in net income (e.g., dividend payments and share repurchases).
- (b) Adjusted average assets include total quarterly average assets (reflecting available-for-sale securities at amortized cost), less amounts deducted from CET1 capital and additional tier 1 capital, plus assets derecognized as an adjustment to AOCI as part of the incremental effect of applying certain provisions in accounting for defined benefit postretirement plans.
- (c) Comerica and its U.S. bank subsidiaries are required to maintain a capital conservation buffer of 2.5% in order to avoid restrictions on capital distributions and discretionary bonuses. The capital conservation buffer is the lowest of (i) CET1 ratio less minimum CET1 requirement, (ii) Tier 1 ratio less minimum Tier 1 requirement and (iii) Total capital ratio less minimum Total capital requirement.

At September 30, 2019, Comerica and its U.S. banking subsidiaries exceeded the ratios required for an institution to be considered "well capitalized." There have been no events since September 30, 2019 that management believes have changed the capital adequacy classification of Comerica or its U.S. banking subsidiaries.

RISK MANAGEMENT

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

Comerica's front line employees, the first line of defense, are responsible for the day-to-day management of risks including the identification, assessment, measurement and control of risks encountered as a part of the normal course of business. Risks are further monitored, measured and controlled by the second line of defense, comprised of specialized risk managers for each of the major risk categories who provide oversight, effective challenge and guidance for the risk management activities of the organization. The majority of these risk managers reside in the Enterprise Risk Division. The Enterprise Risk Division, led by the Chief Risk Officer, is responsible for designing and managing Comerica's enterprise risk framework and ensures effective risk management oversight. Risk management committees serve as a point of review and escalation for those risks which may have risk interdependencies or where risk levels may be nearing the limits outlined in Comerica's risk appetite statement. These committees comprise senior and executive management that represent views from both the lines of business and risk management. Internal Audit, the third line of defense, monitors and assesses the overall effectiveness of the risk management framework on an ongoing basis and provides an independent assessment of Comerica's ability to manage and control risk to management and the Audit Committee of the Board.

The Enterprise-Wide Risk Management Committee, chaired by the Chief Risk Officer, is established by the Enterprise Risk Committee of the Board, and is responsible for governance over the risk management framework, providing oversight in managing Comerica's aggregate risk position and reporting on the comprehensive portfolio of risks as well as the potential impact these risks can have on Comerica's risk profile and resulting capital level. Capital is the common denominator of risk. The Enterprise-Wide Risk Management Committee is principally composed of senior officers and executives representing the different risk areas and business units who are appointed by the Chief Executive Officer of Comerica.

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

- For further information, refer to "Risk Management" on pages F-21 through F-34 of Comerica's 2018 Form 10-K.

CREDIT RISK

Credit risk represents the risk of loss due to failure of a customer or counterparty to meet its financial obligations in accordance with contractual terms. Comerica assumes credit risk in the normal course of business, predominantly from the extension of credit to businesses and individuals. Additionally, Comerica enters into transactions which give rise to counterparty credit risk involving derivative and credit-related financial instruments that meet the financing needs of customers.

Credit risk in the loan portfolio is managed through underwriting and periodically reviewing and approving its credit exposures using approved credit policies and guidelines. Additionally, Comerica manages credit risk through loan portfolio diversification, limiting exposure to any single industry, customer or guarantor, and selling participations and/or syndicating credit exposures above those levels it deems prudent to third parties. Refer to the "Counterparty Credit Risk" section of this report for a discussion of Comerica's management of counterparty credit risk.

For further discussion of credit risk, risk management objectives and policies and accounting policies related to these exposures:

- Refer to "Underwriting Approach" in Part I, Item 1 on page 10 of Comerica's 2018 Form 10-K.
- See the "Credit Risk" subheading on pages F-21 through F-29 in the "Risk Management" section of Comerica's 2018 Form 10-K.
- See Note 1 to the consolidated financial statements on page F-46 of Comerica's 2018 Form 10-K.

Credit risk exposures

The following tables present certain of Comerica's positions which give rise to credit risk. The amounts do not include the effects of certain credit risk mitigation techniques, such as collateral and netting not permitted under GAAP.

Table 5: Credit Risk Exposures by Exposure Type, Counterparty Type and Domicile

Exposure Type	Counterparty Type						Domicile (c)			Quarterly Average (d)
	Banks	U.S. Public Sector	Corporate	Other	Netting	Total	U.S.	Non-U.S.	Total	
		(a)						(b)		
<i>(in millions)</i>										
Cash and cash equivalents	\$ 1,431	\$ 2,686	\$ —	\$ —	\$ —	\$ 4,117	\$ 3,913	\$ 204	\$ 4,117	\$ 3,913
Debt securities	—	12,429	—	—	—	12,429	12,429	—	12,429	12,203
Loans	1	140	46,993	4,357	—	51,491	50,429	1,062	51,491	50,887
Derivatives	142	—	306	—	(146)	302	301	1	302	271
Total on-balance sheet	\$ 1,574	\$ 15,255	\$ 47,299	\$ 4,357	\$ (146)	\$ 68,339	\$ 67,072	\$ 1,267	\$ 68,339	\$ 67,274
Unfunded commitments	\$ —	\$ 7	\$ 23,345	\$ 3,084	\$ —	\$ 26,436	\$ 25,684	\$ 752	\$ 26,436	\$ 26,516
Standby letters of credit	26	5	3,250	—	—	3,281	3,072	209	3,281	3,257
Total off-balance sheet	\$ 26	\$ 12	\$ 26,595	\$ 3,084	\$ —	\$ 29,717	\$ 28,756	\$ 961	\$ 29,717	\$ 29,773

(a) Includes balances with Federal Reserve Banks, the U.S. government and its agencies, government-sponsored entities and states and municipalities.

(b) Includes residential mortgage and consumer loans.

(c) Based on legal domicile of the counterparty.

(d) Average of daily or month-end balances where available; otherwise average of quarter-end balances.

Contractual maturities

Table 6: Remaining Contractual Maturity by Exposure Type

Exposure Type	Maturing					Netting	Total
	Within 1 Year	After 1 Year But Within 5 Years	After 5 Years				
<i>(in millions)</i>							
Cash and cash equivalents	\$ 4,117	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 4,117
Debt securities	31	2,874	9,524	—	—	—	12,429
Loans	31,276	12,959	7,256	—	—	—	51,491
Derivatives	74	197	177	(146)	—	(146)	302
Total on-balance sheet	\$ 35,498	\$ 16,030	\$ 16,957	\$ (146)	\$ —	\$ (146)	\$ 68,339
Unfunded commitments	\$ 10,445	\$ 13,144	\$ 2,857	\$ —	\$ —	\$ —	\$ 26,446
Standby letters of credit	771	2,422	88	—	—	—	3,281
Total off-balance sheet	\$ 11,216	\$ 15,566	\$ 2,945	\$ —	\$ —	\$ —	\$ 29,727

Impaired loans

Table 7: Impaired Loans

The following table provides details on impaired and past due loans, the allowance for loan losses and charge-offs by counterparty type and domicile.

September 30, 2019	Counterparty Type			Domicile (b)		
	Corporate	Other (a)	Total	U.S.	Non-U.S.	Total
<i>(in millions)</i>						
Individually evaluated impaired loans with related allowance	\$ 155	\$ 8	\$ 163			
Individually evaluated impaired loans without related allowance	54	26	80			
Total individually evaluated impaired loans	209	34	243	\$ 240	\$ 3	\$ 243
Nonaccrual loans	167	53	220	218	2	220
Loans past due 90 days or more and still accruing	31	—	31	31	—	31
Allowance for loan losses:						
Individually evaluated for impairment	34	—	34			
Collectively evaluated for impairment	581	37	618			
Gross charge-offs during the quarter	(59)	(2)	(61)			

(a) Includes residential mortgage and consumer loans.

(b) Based on legal domicile of the counterparty.

Allowance for credit losses

- For a reconciliation of changes in the allowance for credit losses, see Note 4 to the consolidated financial statements on page 12 of Comerica's Third Quarter 2019 Form 10-Q.

COUNTERPARTY CREDIT RISK

Counterparty credit risk is the risk that the counterparty to an over-the-counter ("OTC") derivative contract will be unable to meet their payment obligation. Exposure to counterparty credit risk on OTC derivative contracts is impacted by market volatility, which could increase or decrease potential future counterparty credit exposure. Comerica mitigates counterparty credit risk through the use of limits and monitoring procedures, as well as master netting arrangements, centrally clearing derivatives through a clearinghouse and bilateral collateral agreements. Comerica determines credit risk exposure limits by evaluating the creditworthiness of each counterparty, adhering to the same credit approval process used for traditional lending activities and obtaining collateral as deemed necessary. 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 Comerica as appropriate, to the total expected exposure of the derivative.

Comerica generally uses the International Swaps and Derivatives Association, Inc. ("ISDA") master netting agreement to document derivative transactions. Master netting arrangements effectively reduce credit risk by permitting settlement of positive and negative positions with the same counterparty on a net basis.

Comerica may require collateral depending on the credit evaluation done for each of Comerica's counterparties. Where possible, Comerica makes use of bilateral collateral agreements, which 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 beyond specified thresholds.

- For information about valuation approaches, including for collateral, see Note 1 to the consolidated financial statements on page F-46 of Comerica's 2018 Form 10-K.

Counterparty credit risk exposures

- For information about OTC derivative counterparty risk exposure, including the impact of netting and collateral held and current credit exposure by exposure type, as well as information about the amount of collateral Comerica would have to provide given a credit rating downgrade, see Note 5 to the consolidated financial statements on page 18 of Comerica's Third Quarter 2019 Form 10-Q.

Credit risk participations

Comerica enters into credit risk participation agreements to share the credit exposure related to certain derivative contracts with other counterparties (risk participations purchased) or to assume counterparty credit exposure related to certain derivative contracts (risk participations sold). Comerica enters into credit risk participation agreements in instances in which Comerica is also a party

to a related loan participation agreement for such borrowers. Comerica will receive or make payments under these agreements if the borrower defaults on the derivative contract. 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. Comerica manages credit risk on credit risk participation agreements sold by monitoring the creditworthiness of the borrowers, which is based on the normal credit review process had it entered into the derivative instruments directly with the borrower. The notional amount of credit risk participation agreements reflects the pro-rata share of the derivative contract, consistent with its share of the related participated loan, which significantly exceeds potential credit exposure.

- For the notional amounts of purchased and sold risk participation agreements, see Schedule HC-L to Comerica's September 30, 2019 Consolidated Financial Statements for Holding Companies - Form FR Y-9C.

CREDIT RISK MITIGATION

Comerica seeks to mitigate credit risk in various ways. For counterparty credit risk, centralized clearing through a clearinghouse, master netting arrangements and bilateral collateral agreements are the primary risk mitigation techniques, along with credit risk participations purchased, as discussed in the previous section. For lending-related transactions, guarantees from third parties as well as collateral such as cash, securities, accounts receivable, real estate, equipment and inventories can significantly reduce Comerica's credit risk. Additionally, Comerica mitigates credit risk through selling participations and/or syndicating credit exposures above those levels it deems prudent to third parties.

Comerica recognizes the benefit of certain financial collateral and eligible guarantees for the purpose of reducing capital requirements under the Basel III standardized approach by substituting the risk weight applicable to the collateral or the guarantor for the risk weight assigned to the exposure.

Table 8: Exposures Covered by Collateral and Guarantees

The following table presents the amount of Comerica's exposures that are covered by eligible financial collateral and guarantees.

September 30, 2019	Eligible Collateral (a)		Guarantees (b)	
	Covered Exposure	Associated RWA Amount	Covered Exposure	Associated RWA Amount
<i>(in millions)</i>				
Loans	\$ 87	\$ 11	\$ 323	\$ 75
Unfunded commitments and standby letters of credit	993	58	387	77

- (a) Eligible collateral recognized for purposes of reducing capital requirements under the Basel III standardized approach generally comprises cash on deposit with Comerica and investment securities issued by the U.S. government, U.S. government agencies or government-sponsored enterprises.
- (b) Guarantees recognized for purposes of reducing capital requirements under the Basel III standardized approach generally comprises guarantees by U.S. government agencies or U.S. depository institutions and foreign banks.

EQUITIES NOT SUBJECT TO MARKET RISK RULE

Comerica's equity investments not subject to the market risk rule include investments in tax credit entities (community development equity exposures), investment funds, restricted equity investments and equity investments classified as other short-term investments that do not meet the definition of a covered position (including investments made in connection with certain employee deferred compensation plans). These investments are typically strategic investments undertaken to facilitate core business activities. Comerica also has a small portfolio of indirect private equity and venture capital investments. Additionally, for purposes of Basel III capital requirements, Comerica's defined benefit pension net asset is treated as an exposure to an investment fund.

Investments in marketable equity securities are recorded at fair value. Nonmarketable equity investments are carried at cost or accounted for under the equity method. The proportional method is used for investments in tax credit entities that qualify for the low-income housing tax credit (LIHTC).

Accounting and Valuation Policies for Equity Investments

Refer to Note 1 to the consolidated financial statements of Comerica's 2018 Form 10-K as follows:

- For a discussion of the accounting for investments in tax credit entities, see "Principles of Consolidation" on page F-46.
- For a discussion of the accounting for restricted equity investments, see "Nonmarketable Equity Securities" on page F-49.
- For a discussion of valuation methodologies used, including key assumptions and practices affecting valuation, see "Fair Value Measurements" beginning on page F-46.

Risk-Weight Approaches Under Basel III

Comerica applies the full look-through approach to its defined benefit pension net asset. For all other investment fund exposures, Comerica applies the simple modified look-through approach, under which the highest risk weight applicable to any exposure the investment fund is permitted to hold under its prospectus, partnership agreement, or similar agreement is applied to the adjusted carrying amount of the equity exposure to derive the associated RWA amount. For all other equity exposures, Comerica applies the simple risk-weight approach, under which a prescribed risk weight is applied to the adjusted carrying value for each type of equity exposure.

Table 9: Equity Exposures

The following tables present information about Comerica's equity investments not subject to the market risk rule as of September 30, 2019.

<i>(dollar amounts in millions)</i>	Risk-Weight Category	Carrying Amount	RWA Amount
Simple risk-weight approach:			
Equity exposures subject to a 0% risk weight	0%	\$ 163	\$ —
Equity exposures subject to a 20% risk weight	20	1	—
Community development equity exposures	100	456	456
Non-significant equity exposures	100	13	13
Total simple risk-weight approach		633	469
Exposures to investment funds:			
Full look-through approach	n/a	598	888
Simple modified look-through approach	n/a	167	145
Total equity investments not subject to market risk rule		\$ 1,398	\$ 1,502

n/a - not applicable.

<i>(in millions)</i>	Carrying Amount	Fair Value
Publicly traded equity investments	\$ 462	\$ 462
Non-publicly traded equity investments	936	941
Total equity investments not subject to the market risk rule	\$ 1,398	\$ 1,403

There were no significant gains/(losses) from sales and liquidations of equity securities for the three months ended September 30, 2019. Unrecognized gains related to investments carried at cost totaled \$4 million at September 30, 2019. There were no significant unrealized gains/(losses) included in Tier 1 or Tier 2 capital at September 30, 2019.

INTEREST RATE RISK FOR NON-TRADING ACTIVITIES

For information about Comerica's interest rate risk, see the "Interest Rate Risk" subheading on pages 52 through 54 in the "Risk Management" section of Comerica's Third Quarter 2019 Form 10-Q.

FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. In addition, Comerica may make other written and oral communications from time to time that contain such statements. All statements regarding Comerica's expected financial position, strategies and growth prospects and general economic conditions 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 Comerica or its management, are intended to identify forward-looking statements. These forward-looking statements are predicated on the beliefs and assumptions of Comerica's management based on information known to Comerica'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 Comerica's management for future or past operations, products or services, and forecasts of Comerica'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 Comerica'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, Comerica's actual results could differ materially from those discussed. Factors that could cause or contribute to such differences are changes in general economic, political or industry conditions; changes in monetary and fiscal policies; operational, systems or infrastructure failures; reliance on other companies to provide certain key components of business infrastructure; cybersecurity risks; whether Comerica may achieve opportunities for revenue enhancements and efficiency improvements under the GEAR Up initiative, or changes in the scope or assumptions underlying the GEAR Up initiative; Comerica's ability to maintain adequate sources of funding and liquidity; the effects of more stringent capital requirements; declines or other changes in the businesses or industries of Comerica's customers; unfavorable developments concerning credit quality; changes in regulation or oversight; heightened legislative and regulatory focus on cybersecurity and data privacy; fluctuations in interest rates and their impact on deposit pricing; transitions away from LIBOR towards new interest rate benchmarks; reductions in Comerica's credit rating; damage to Comerica's reputation; Comerica'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 Comerica's markets; the interdependence of financial service companies; the implementation of Comerica's strategies and business initiatives; changes in customer behavior; management's ability to maintain and expand customer relationships; the effectiveness of methods of reducing risk exposures; the effects of catastrophic events including, but not limited to, hurricanes, tornadoes, earthquakes, fires, droughts and floods; the impacts of future legislative, administrative or judicial changes to tax regulations; any future strategic acquisitions or divestitures; management's ability to retain key officers and employees; the impact of legal and regulatory proceedings or determinations; losses due to fraud; the effects of terrorist activities and other hostilities; changes in accounting standards; the critical nature of Comerica's accounting policies; controls and procedures failures; and the volatility of Comerica's stock price. Comerica 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 12 of Comerica's Annual Report on Form 10-K for the year ended December 31, 2018. Forward-looking statements speak only as of the date they are made. Comerica does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. For any forward-looking statements made in this report or in any documents, Comerica claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

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