

***FIRSTMERIT CORPORATION***  
***Code of Business Conduct and Ethics***  
(as amended February 2007)

***Introduction***

At FirstMerit we have earned our reputation as a respected leader in our communities and the financial services industry by conducting business in an ethical, responsible and professional manner. FirstMerit is proud of the high standards of quality and service, which have been our hallmark through the years. These qualities represent fundamental business practices and apply to all directors, officers and employees regardless of where we work within the organization.

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees of the Company. All of our directors, officers and employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

The financial services industry is dependent upon the public's trust. Preservation of that trust and FirstMerit's reputation for excellence requires careful observance of the spirit and intent of all the Company's policies, as well as applicable laws and regulations. The Company's Board of Directors and management wholeheartedly endorse this Code and are personally committed to assuring that everyone in our organization adheres to these ethical guidelines.

***1. Compliance Standards and Enforcement***

The Company's Executive Officer of Human Resources is responsible for applying this Code to specific situations in which questions may arise and has the authority to interpret it in any particular situation. Generally, any employee who is unsure of whether a situation violates this Code should discuss the situation first with his or her immediate supervisor or Human Resource Manager. If the supervisor or Human Resource Manager is unsure whether the situation violates this Code, the supervisor or Human Resource Manager should consult with the Executive Officer of Human Resources. A member of the Board of Directors with a question about this Code should consult the Executive Officer of Human Resources. With respect to certain matters, where specifically set forth elsewhere in this Code, an employee, officer or director should consult FirstMerit's General Counsel.

Timely consultation with the appropriate persons is important to prevent possible misunderstandings and embarrassment at a later date. Those who violate the standards in this Code will be subject to disciplinary action.

Any employee (including an officer) who becomes aware of any existing or potential violation of laws, rules, regulations or this Code is required to report such a violation according to the procedures set forth in the Company's Dishonest Acts Policy, which includes a hotline number (1-800-872-2230) to which an anonymous telephone call may be made. This hotline is also to be used for the reporting of employee complaints regarding accounting or auditing matters in accordance with the Company's policy for the reporting of such matters. Failure to do so is itself a violation of this Code. The Company

will not allow retaliation for reports made in good faith. The Audit Committee shall review management reports and investigate as they deem appropriate any alleged violation of this Code of Business Conduct and Ethics. Employees are expected to cooperate in internal investigations of misconduct.

## **2. *Business Ethics***

The policy of FirstMerit is to conduct business in accordance with the highest ethical standards and to comply with all laws and regulations applicable to its business. All directors, officers and employees are expected to conduct their personal and business dealings in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any form of illegal, dishonest or unethical conduct.

All directors, officers and employees assume a duty to the Company, its customers and shareholders to act, in all matters, in a manner that will merit the continued trust and confidence of the public. Any activity which might reflect unfavorably upon the Company's or a member's integrity, is to be scrupulously avoided.

Compliance with the Company's policies and this Code is the responsibility of every director, officer, and employee of the Company.

## **3. *Conflicts of Interest***

A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. A conflict situation can arise when an employee, officer or director takes action or has interests that make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with an appropriate person, as set forth in Section 1 of this Code.

In particular, an employee, officer or director must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family, or for any other person.

Management of estates and trusts is an important part of the trust business of FirstMerit, and a conflict of interest will result when an employee accepts appointment as an executor or trustee of a customer's estate (other than a member of the family). Additionally, estate management requires substantial time and effort that could interfere with normal duties.

Employees of FirstMerit are not permitted to engage in any business or to accept any other employment for salary, wages or commissions, either during or after working hours, without the approval of their Department Manager. Permission for outside employment will not be granted in any case where such employment may interfere with, compete with, or conflict with the interests of the Company.

Employees are encouraged to participate in appropriate professional and industry groups and responsible civic organizations, provided such service does not interfere with their duties in the Company. Employees who are approached directly to serve on outside boards of a profit making organization are required, prior to acceptance, to obtain written approval from the Company's Executive Officer of Human Resources. Employees will not be allowed to work for competitors as a consultant or board member. Employees are requested to seek guidance from their immediate supervisor or Human Resource Manager regarding interpretations or applicability of this policy prior to making any commitments to an outside organization.

#### **4. *Corporate Opportunities***

Employees, officers and directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Employees, officers and directors are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, employees, officers and directors are prohibited from using corporate property, information or position for personal gain and from competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. The only prudent course of conduct for our employees, officers and directors is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand by the Executive Officer of Human Resources.

#### **5. *Confidentiality***

In carrying out the Company's business, employees, officers and directors often learn confidential or proprietary information about the Company, its customers or suppliers. Employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is properly authorized or legally mandated. Confidential or proprietary information of our Company, and of other companies, includes any nonpublic information that would be harmful to the relevant company or useful or helpful to competitors if disclosed. The obligation to preserve confidential information continues even after employment ends. Employees, officers and directors shall limit access to confidential information to those persons who have a need to know the information to perform their jobs and they should avoid discussion of confidential information in public places.

FirstMerit's Privacy Policy sets forth the Company's requirements for safeguarding the privacy, confidentiality and security of customer data. All directors, officers and employees are expected to familiarize themselves with the Privacy Policy and to ensure that its principles are followed in all aspects of the Company's operations.

## **6. *Fair Dealing***

We have a history of succeeding through honest business competition. We seek competitive advantages through superior performance, never through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. It is a federal crime to attempt to corrupt or reward a bank official in connection with a business transaction of the bank or for a bank official to solicit or accept anything of value in connection with a bank transaction. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with the Company's policy on gifts, (3) is not excessive in value, (4) cannot be construed as a bribe and (5) does not violate any laws or regulations. Any questions regarding the appropriateness of a gift or proposed gift should be asked as set forth in Section 1 of this Code.

The trust, confidence and close personal relationships that customers often develop with their bankers may result in an employee being named as a recipient of a bequest under a customer's will, as beneficiary of a customer's trust or as personal representative of a customer's estate. Bequests and beneficiary designations may be as inappropriate as other substantial gifts. Such bequests and designations (other than from family members) are to be tactfully declined at a customer's first indication of an intended bequest or designation.

FirstMerit has established comprehensive programs for compliance with labor and employment laws, including equal opportunity policies and procedures, safety programs and wage and hour procedures. For further information about such compliance policies, see your Human Resource Manager.

## **7. *Protection and Proper Use of Company Assets***

All employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported for investigation. The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

**8. *Compliance with Laws, Rules and Regulations (Including Insider Trading Laws)***

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from superiors, managers or other appropriate personnel. Obeying the law both in letter and in spirit is the foundation on which this Company's ethical standards are built.

The Company has adopted an Insider Trading Policy with respect to director, officer or employee purchases and sales of FirstMerit securities and the securities of any of our customers or any other company about which anyone in our organization has inside or unpublished knowledge. All directors, officers and employees are expected to familiarize themselves with the Insider Trading Policy. If you are uncertain about the legal rules involving your purchase or sale of any Company securities or any securities in companies that you are familiar with by virtue of your work for the Company, you should consult with the Company's General Counsel before making any such purchase or sale.

**9. *Using Third-Party Copyrighted Material or Computer Software***

FirstMerit employees may sometimes need to use third-party copyrighted material to perform their jobs. Before such third-party material may be used, appropriate authorization from the copyright holder must be obtained. The need for permission may exist whether or not the end product containing third-party material is for personal use, for FirstMerit internal use or for other use. It is against Company policy and it may be unlawful for any employee to copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material when preparing FirstMerit products or promotional materials, unless written permission from the copyright holder has been obtained prior to the proposed use. Improper use could subject both the Company and the individuals involved to possible civil and criminal actions for copyright infringement. It is against Company policy for employees to use the Company's facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others.

FirstMerit licenses the use of computer software from a variety of outside companies. FirstMerit does not own this software or related documentation and, unless authorized by the software developer, does not have the right to reproduce such software. Any such software must be used by employees on individual machines, local area networks or on multiple machines, strictly in accordance with the license agreement. Employees learning of the misuse of software or related documentation within the Company should report the misuse according to the procedures described in Section 1 of this Code.

## **10. *Antitrust Laws***

The U.S. Economy is based on the principle that competition and profit will produce high-quality goods and services at fair prices. To ensure that this principle is played out in the marketplace, antitrust laws have been enacted prohibiting certain business practices that could inhibit effective competition. These laws are broad and far-reaching. They touch upon and affect virtually all aspects of FirstMerit's operations. FirstMerit supports these laws not only because they are the law, but also because we believe in the free market and the idea that healthy competition is essential to our long-term success. FirstMerit fully embraces all antitrust laws and avoids conduct that may even give the appearance of being questionable under those laws. In all cases where there is question or doubt about a particular activity or practice, you should consult with the Company's General Counsel.

## **11. *Discrimination and Harassment***

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

## **12. *Health and Safety***

The Company strives to provide each employee with a safe and healthful work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting unsafe practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

## **13. *Record-Keeping***

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller. Rules and guidelines are available from the Accounting Department.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that may be misunderstood is to be avoided. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, the Company's General Counsel should be consulted.

**14. *Payments to Governmental Personnel***

The U.S. government has a number of laws and regulations regarding business gratuities, which may be accepted by U.S. governmental personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments may have similar rules. The Company's General Counsel can provide guidance to you in this area.

**15. *Political Contributions***

Federal and state laws prohibit the Company from contributing corporate funds or property in support of a political party or a candidate for public office. Similarly, the Company may not compensate employees for time so dedicated (i.e., normal working hours).

More specifically, corporate political contributions are generally illegal and, accordingly, no direct or indirect contribution or expenditure of Company funds or assets shall be made in connection with any federal, state, or local election or in connection with any other political activity. This prohibition includes, in addition to any direct or indirect payment, loan, deposit or guarantee, the performance of services, and the furnishing of anything of value by the employee as part of his or her duties for the Company. Of course, FirstMerit employees may participate in any political activities of their choice on an individual basis, with their own money and on their own time.

Questions as to the propriety of any action that may involve a political candidate or campaign are to be discussed with the Company's General Counsel before taking any steps that may involve any employee or the Company in possible violation of the law.

**16. *Special Ethics Obligations for Employees with Financial Reporting Responsibilities.***

As a public company it is of critical importance that FirstMerit's filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with the Company, employees may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. FirstMerit expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The Chief Financial Officer, Chief Executive Officer, and Finance Department personnel bear a special responsibility for promoting integrity throughout the Company, with responsibilities to stakeholders both inside and outside of the Company. They have a special role both to adhere to these principles themselves and also to ensure the fair and timely reporting of the Company's financial results and condition.

Because of this special role, the Chief Financial Officer, the Chief Executive Officer and all members of the Finance Department must each:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to government agencies and in other public communications.
- Comply with rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when properly authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage. Share knowledge and maintain skills important and relevant to stakeholder's needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed or entrusted.
- Promptly report to the Chairperson of the Audit Committee or the Company's Director of Internal Audit any conduct that the individual believes to be a violation of law or business ethics or of any provision of this Code, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

Violations of this Financial Officer Code of Ethics, including a failure to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment. The Company will not allow retaliation for reports made in good faith.

## **17. *Waiver of this Code***

Any waiver of this Code for executive officers or directors may only be made by the Board of Directors or a committee of the Board and will be promptly reported to the Company's General Counsel for disclosure as required by law or the rules of The NASDAQ Stock Market LLC.

There are many other policies that are very important to FirstMerit and its operations. Nothing contained in this Code of Business Conduct and Ethics shall relieve any director, officer or employee from complying with any other applicable FirstMerit policy.

*A copy of this Code is posted on the Company's website. Go to [www.firstmerit.com](http://www.firstmerit.com) and click on Investor Relations.*