

FIRSTMERIT CORPORATION

Risk Management Committee Charter

Purpose

The purpose of the Risk Management Committee (the “Committee”) of the Board of Directors of FirstMerit Corporation (the “Company”) is to oversee management’s implementation and enforcement of the Corporation’s framework for managing risk throughout the organization.

Committee Membership

The Committee shall consist of no fewer than three members who shall be appointed and replaced by the Board on the recommendation of the Corporate Governance and Nominating Committee. Members shall serve at the pleasure of the Board and for such term, or terms, as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least quarterly at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Ensure that the Corporation has in place an appropriate enterprise-wide process to identify, assess, monitor, manage and control the Corporation’s market risk, interest rate risk, liquidity risk, credit risk, operational risk, legal/compliance risk, financial risk, reputation risk and strategic risk (specifically excluding however audit and financial reporting which are the primary responsibilities of the Audit Committee).
2. Review and approve the Corporation’s risk management framework, including risk categories, policies, processes and procedures.
3. Review the significant results of regulatory examinations of the Corporation and its subsidiaries and meet periodically with the Corporation’s banking regulators.
4. Receive and review reports from the Corporation’s Chief Risk Officer regarding the Corporation’s risk profile and assessment, including supporting data, summaries and analyses of the various risk categories.

5. Review with the Corporation's General Counsel material litigation and significant correspondence with or actions by regulators or government agencies.
6. Receive and review reports from the Corporation's Chief Compliance Officer regarding compliance with applicable laws and regulations.
7. Receive and review reports from the Corporation's Chief Credit Officer and other Credit Division officers regarding the state of the Corporation's credit quality, including portfolio composition, delinquency and charge-off trends, adequacy of the ALLL and loan reviews.
8. Review at least annually the Corporation's insurance program.
9. Receive and review reports from the Corporation's Technology Officer regarding the state of the Corporation's information security (including risks to customer information and policies, procedures and training to manage such risks), business resumption planning and testing, technology strategy and major technology projects, adequacy of IT systems, and third party outsourcing arrangements.
10. Receive and review reports from the Corporate Security Officer regarding the state of the Corporation's physical security program.
11. Receive and review reports from the Corporation's Investment Officer regarding the investment portfolio, asset/liability risk and the Corporation's capital and liquidity positions.
12. Review, as appropriate, from the perspective of assessing risks, significant initiatives of the Corporation including acquisitions, divestitures, joint ventures and other strategic arrangements.
13. Make verbal reports on the activities of the Committee following each meeting of the Committee to the Board at its next meeting subsequent to that of the Committee.
14. Prepare and provide to the Board an annual performance evaluation which evaluation shall compare the performance of the Committee with the requirements of its Charter.
15. Review and assess the adequacy of this Charter and the Corporate Risk Management Policy annually and recommend any proposed changes to the Board for approval.
16. Maintain appropriate minutes and records of Committee meetings and make such material readily available for inspection by any Director.
17. Review and assess the quality and clarity of information provided to the Committee and make recommendations to management as the Committee deems appropriate from time to time for improving such materials.

18. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the management of the Corporation's risk.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Performance Evaluation

The Committee shall prepare and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner, as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.