

FirstMerit Corporation - Corporate Policy

Policy Name: **Audit Committee Pre-Approval Policy** Date Revised: **April 2006**

Under the Sarbanes-Oxley Act of 2002, the Audit Committee of the Board of Directors is responsible for the appointment, compensation and oversight of the work of the outside accountant. As a part of this responsibility, the Audit Committee is required to pre-approve the audit and non-audit services performed by the outside accountant in order to assure that the provision of such services does not impair the outside accountant's independence. As set forth in this Policy, unless a type of service to be provided by the outside accountant has received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved cost levels will require specific pre-approval by the Audit Committee.

The appendices to this Policy describe the Audit and Audit related services that have the pre-approval of the Audit Committee. The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee may periodically revise the list of general pre-approved services, based on subsequent determinations. In authorizing pre-approval, the Audit Committee will consider whether such services are consistent with the SEC's rules on auditor independence and whether the provision of such services by the external auditor would impair the outside accountant's independence. The Audit Committee will also consider whether the outside accountant is best positioned to provide the most effective and efficient service. All of these factors will be considered as a whole, and no one factor should necessarily be determinative.

DELEGATION

The Audit Committee may delegate pre-approval authority to the Chairperson of the Audit Committee. By this Policy, the Committee delegates specific pre-approval authority to the Chairperson, provided that the estimated fee for any such proposed pre-approval service does not exceed \$50,000. The Chairperson shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the outside accountant to management.

AUDIT SERVICES

The annual Audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. The Audit Committee expects that the annual engagement letter with the outside accountant will contain a reasonably detailed description of services proposed to be provided by the outside accountant during the period covered by the engagement letter and related estimated fees (supported by reasonably detailed analyses).

By approval of the engagement letter, these services will have specific pre-approval. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters.

In addition to the annual Audit services engagement approved by the Audit Committee, the Audit Committee may grant pre-approval for other Audit services, which are those services that only the outside accountant reasonably can provide. A list of such other Audit services which the Audit Committee may pre-approve at a stated cost level on an annual basis appears in Appendix A. All other Audit services not listed in Appendix A must be separately pre-approved by the Audit Committee.

AUDIT-RELATED SERVICES

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are traditionally performed by the outside accountant. The Audit Committee believes that the provision of Audit-related services does not impair the independence of the outside accountant, and may pre-approve the Audit-related services listed in Appendix B at a stated cost level on an annual basis. All other Audit-related services not listed in Appendix B must be separately pre-approved by the Audit Committee.

TAX SERVICES

The Audit Committee believes that the outside accountant can provide Tax services to the Company such as tax compliance, tax planning and tax advice without impairing the outside accountant's independence. However, the Audit Committee shall scrutinize carefully the retention of the outside accountant in connection with any tax-related transaction initially recommended by the outside accountant. The Audit Committee shall review and discuss with the outside accountant any documentation supplied by the auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. All Tax services must be separately pre-approved by the Audit Committee.

ALL OTHER SERVICES

The Audit Committee may grant approval to those permissible non-audit services classified as All Other services that it believes are routine and recurring services, and would not impair the independence of the outside accountant. Permissible All Other services must be separately pre-approved by the Audit Committee.

The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

PRE-APPROVAL FEE LEVELS

Pre-approval fee levels for all Audit and Audit-related services to be provided by the outside accountant may be established periodically by the Audit Committee. Any proposed services exceeding these levels will require specific pre-approval by the Audit Committee.

SUPPORTING DOCUMENTATION

With respect to each proposed pre-approved service, the outside accountant will provide detailed back-up documentation, which will be provided to the Audit Committee, regarding the specific services to be provided.

PROCEDURES

Requests or applications to provide services that require separate approval by the Audit Committee will be submitted to the Audit Committee by both the outside accountant and the Chief Financial Officer or Director of Audit Services, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on outside accountant independence.

Appendix A

General Pre-Approval Audit Services*

Service

Statutory audits or financial audits for the Company and its subsidiaries or affiliates.

Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in response to SEC comment letters.

Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, PCAOB, FASB, or other regulatory or standard setting bodies (Note: Under SEC rules, some consultations may be "audit-related" services rather than "audit" services).

*These services are in addition to those approved in connection with the annual engagement letter with the outside accountant.

Appendix B

General Pre-Approval Audit-Related Services

Service

Due diligence services pertaining to potential business acquisitions/dispositions.

Financial statement audits of employee benefit plans.

Agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters.

Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, PCAOB, FASB, or other regulatory or standard-setting bodies (Note: Under SEC rules, counsel provided by some consultants may be "audit" services rather than "audit-related" services).

Attest services not required by statute or regulation.