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CIT Group Inc.

Charter of the Audit Committee of the Board of Directors

Adopted by the Board of Directors October 22, 2003

I. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with regard to:

- (i) the quality and integrity of CIT's financial reporting processes, financial statements, and systems of internal controls regarding finance and accounting;
- (ii) CIT's compliance with laws, regulations and its Code of Business Conduct;
- (iii) the qualifications and independence of the Independent Auditors;
- (iv) the performance of CIT's internal audit functions and Independent Auditors;
- (v) CIT's financial, litigation and compliance risks; and
- (vi) the fulfillment of other responsibilities set out herein.

The Committee's function is one of oversight, recognizing that CIT's management is responsible for preparing CIT's financial statements, and the Independent Auditors are responsible for auditing those statements. The Committee's members are not employees of CIT and are not providing any expert or special assurance as to CIT's financial statements or any professional certification as to the work of the Independent Auditors or the auditing standards applied by them.

II. GENERAL

A. Definitions

1. **"Audit Partner"** means a partner or person in an equivalent position who is a member of the Independent Auditor's audit engagement team who has responsibility for decision-making on significant auditing, accounting, and reporting matters that affect CIT's financial statements, or who maintains regular contact with CIT's management and the Committee and includes (i) the lead partner; (ii) the concurring partner; (iii) other audit engagement team partners who provide more than ten hours of audit, review, or attest services in connection with CIT's annual or interim consolidated financial statements; and (iv) other audit engagement team partners who serve as the lead partner in connection with any audit or review related to the annual or interim

financial statements of a subsidiary of CIT whose assets or revenues constitute 20% or more of CIT's consolidated assets or revenues.

2. **“Board”** means the Board of Directors of CIT.
3. **“Chair”** means the Chair of the Committee.
4. **“CIT”** means CIT Group Inc., a Delaware corporation.
5. **“Committee”** means the Audit Committee of the Board.
6. **“Chief Auditor”** means CIT's senior internal audit executive.
7. **“Chief Compliance Officer”** means CIT's senior corporate compliance executive.
8. The following persons are deemed to have a **“Financial Reporting Oversight Role”** with CIT: any member of the Board; and any employee or independent contractor of CIT who has direct responsibility for oversight over those who prepare CIT's financial statements, MD&A and related information that is included in CIT's periodic reports filed with the SEC, including CIT's Chief Executive Officer, President and Chief Operating Officer, Chief Financial Officer, Chief Accounting Officer, Controller, the Chief Auditor, the General Counsel, the Treasurer, any member of CIT's Disclosure Committee, and any business group CEO or CFO.
9. **“GAAP”** means United States generally accepted accounting principles.
10. **“Independent Auditors”** means the outside accounting firm that audits CIT's consolidated financial statements.
11. **“NYSE”** means New York Stock Exchange.
12. **“Prohibited Services”** means (i) bookkeeping and related services; (ii) financial systems design and implementation; (iii) appraisal or valuation services; (iv) the provision of fairness opinions or contribution-in-kind reports; (v) actuarial services; (vi) internal audit outsourcing services; (vii) management functions or human resources consulting; (viii) broker or dealer, investment advisor or investment banking services; (ix) legal services and expert services unrelated to the audit; (x) expatriate-related tax services; and (xi) any other service prohibited by law or regulation to be performed by independent auditors of public companies.
13. **“SEC”** means the United States Securities and Exchange Commission.

B. Authority to Engage Advisors. The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting, or other consultants to advise the Committee, without prior approval of the Board or management. CIT shall provide funding, as determined by the Committee, for payment of compensation to the Independent Auditors, any advisors employed by the Committee and ordinary administrative expenses of the Committee.

C. Reliance on Information. In carrying out its oversight responsibilities, Committee members shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy.

D. Annual Review of Charter. The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Nominating & Governance Committee for its consideration and the approval.

E. Composition and Qualification of Members. The Committee shall be comprised of three or more directors as designated by the Board, each of whom shall meet the independence, experience, and expertise requirements of the NYSE and other applicable laws and regulations (including the Sarbanes-Oxley Act of 2002) and shall be an Independent Director as defined in **Exhibit A.** All members of the Committee shall have a working familiarity with basic finance and accounting practices (or acquire such familiarity within a reasonable period after his or her appointment), and at least one member of the Committee must be an “audit committee financial expert” as defined by the SEC. No member of the Committee may serve on the audit committee of more than three public companies including CIT, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination in CIT’s annual proxy statement.

F. Appointment and Removal. The members of the Committee shall be appointed by the Board and shall serve until the applicable member’s successor is duly elected and qualified or until such member’s earlier resignation or removal by the Board.

G. Chair of the Committee. The Board shall appoint one of the members of the Audit Committee to serve as its Chair. The Chair should have accounting or financial management expertise (it shall be presumed that a Committee member who satisfies the SEC definition of “audit committee financial expert” has accounting or related financial management expertise). The Chair shall chair all regular sessions of the Committee and set or review the agenda for Committee meetings.

H. Meetings. The Committee shall meet as frequently as necessary to fulfill its responsibilities, but not less than quarterly. Meetings may be called by the Chair or any member. The Committee may invite to (or exclude from) its meetings any director (who is not a member of the Committee), officer or employee of CIT, or such other persons as it deems appropriate to carry out its responsibilities.

I. Reports to the Board of Directors. The Chair shall report regularly to the Board on the Committee’s activities and shall review with the Board any significant issues that arise with respect to the quality or integrity of CIT’s financial statements, CIT’s compliance with legal or regulatory requirements, the performance and independence of the Independent Auditors, or the performance of the internal audit and compliance departments.

J. Executive Sessions. As part of its goal to foster open communications, the Committee shall periodically meet separately with each of the Chief Auditor, the Independent Auditors, CIT’s Chief Financial Officer, Controller, Chief Compliance Officer and other officers or persons the Committee may choose to meet with from time to time to discuss any matters that the Audit Committee or these groups or persons believe would be appropriate to discuss privately.

K. Minutes. CIT's Secretary or an Assistant Secretary (or the designee of the Secretary) will keep minutes of all of the Committee's meetings, and shall retain such minutes with CIT's corporate records.

L. Self-Evaluation. The members of the Committee shall conduct, and report to the Board the results of, an annual performance evaluation of the Committee, which shall include a comparison of the performance of the Committee with the requirements of this Charter.

M. Subcommittees. The Committee may form and delegate authority to subcommittees comprised of one or more members of the Committee.

III. COMMITTEE RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

A. Financial Accounting and Reporting Process and Internal Controls

1. Review of Audited Financial Statements and Quarterly Financial Statements. The Committee shall meet with management, the Independent Auditors, and the Chief Auditor to review CIT's annual consolidated financial statements and the related opinion thereon, and the quarterly financial statements and report thereon, prior to their being filed with the SEC. In this regard, the Committee shall consider (i) CIT's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", (ii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements, (iii) significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including any information presented regarding alternative GAAP methods or treatments and the effect that such alternatives would have on the financial statements, (iv) any other matters communicated to the Committee by the Independent Auditors under generally accepted auditing standards, (v) any management letter or schedule of unadjusted differences, and (vi) all critical accounting policies and practices used by CIT.

The Committee shall review the Independent Auditors' judgments about the quality and appropriateness of the accounting principles applied in CIT's financial reporting, and shall review and consider the reasonableness of analyses prepared by management and the Independent Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements. The Committee shall receive a signed opinion from the Independent Auditors on the financial statements of CIT and the effectiveness of CIT's internal control over financial reporting as of the end of CIT's most recent fiscal year, prior to filing the Form 10-K. The Committee shall also have access to a signed Statement on Auditing Standards ("SAS") No. 100 review report from the external auditors prior to the filing of each Form 10-Q and a SAS 100 review report with respect to the fourth quarter of CIT's fiscal year. Annually, on the basis of its review and discussion of such matters, the Committee shall recommend to the Board that the audited financial statements be included in CIT's annual report on Form 10-K for filing with the SEC.

The Committee shall discuss with the Independent Auditors their independence and the matters required to be discussed by PCAOB Auditing Standard No. 16, *Communications with Audit Committees*, including the overall audit scope and audit approach, the overall audit strategy for significant audit risks identified by them, and the nature and extent of the specialized skills necessary to perform the planned audit. The Committee shall review and approve the report required by the SEC's proxy rules to be included in CIT's annual meeting proxy statement or Form 10-K.

2. **Earnings Press Releases.** Management shall distribute drafts of quarterly earnings press releases to the members of the Committee in advance of their public issuance. The Chair (and, if possible, the full committee) shall review and provide comments, if any, on the final earnings release to CIT's Chief Financial Officer or Controller prior to its public dissemination (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information).

3. **Guidance Provided to Analysts and Rating Agencies.** The Committee shall review and discuss with management earnings guidance provided to analysts and rating agencies.

4. **Internal Controls Over Financial Reporting.** In consultation with the Independent Auditors, management, and the Chief Auditor, the Committee shall review the integrity of CIT's financial accounting and reporting process and internal controls. On a quarterly basis, the Committee shall receive and consider a report concerning CIT's internal control over financial reporting, including (i) information about (a) any significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting that are reasonably likely to adversely affect CIT's ability to record, process, summarize and report financial information and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in CIT's internal control over financial reporting, and (ii) management's responses to any such circumstances. The Committee shall discuss such matters with CIT's chief executive officer and chief financial officer or other members of management and/or the Board as the Committee deems appropriate.

Annually, the Committee shall review management's report on internal controls over financial reporting to be included in CIT's Annual Report on Form 10-K. The Committee shall also review the Independent Auditors' attestation and report on management's assessment regarding CIT's internal controls over financial reporting.

The Committee shall review with management and the Independent Auditors the content and basis for reports relating to internal controls over financial reporting as required under the Federal Deposit Insurance Corporation Improvement Act of 1991.

B. Independent Auditors

1. **Retention of Independent Auditors.** The Committee has the sole authority and responsibility to retain, compensate, evaluate the performance of, and, where appropriate, terminate and replace the Independent Auditors (subject, if applicable, to shareholder ratification) and approve all audit engagement fees and terms, which terms shall not include any unsafe and unsound limitation of liability provisions prohibited by applicable laws or regulations. The Committee shall annually receive from the Independent Auditors a written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered: (i) the audit of CIT's annual financial statements and the reviews of the financial statements included in CIT's Reports on Form 10-Q or services that are normally provided by the Independent Auditors in connection with statutory or regulatory filings or engagements; (ii) assurance and related services not included in

clause (i) that are reasonably related to the performance of the audit or review of CIT's financial statements, in the aggregate and by each type of service; (iii) tax compliance, advice, and planning services, in the aggregate and by each type of service; and (iv) all other products and services provided by the Independent Auditors, in the aggregate and by each type of service.

2. **Oversight of Independent Auditors.** The Committee is responsible for overseeing the work of the Independent Auditors, including the resolution of any disagreement between management and the Independent Auditors regarding financial reporting. The Independent Auditors shall report directly to the Committee. The Committee shall discuss with the Independent Auditors significant matters with respect to which they consulted their national office, and at the discretion of the Committee, the Committee may discuss such matters with the national office of the Independent Auditors.

3. **Audit and Non-Audit Engagements.** The Committee has sole authority (with the input of management) to approve in advance all engagements of the Independent Auditors for audit or non-audit services (provided, however, in no event shall the Independent Auditors be engaged to perform any Prohibited Services). As an alternative, the Chair may pre-approve audit and non-audit services in an aggregate amount not to exceed \$150,000 per quarter subject to ratification by the Committee at its next meeting.

4. **CIT's Employment of Former Employees of the Independent Auditors.** To help ensure the independence of CIT's Independent Auditors, it is the policy of CIT and the Committee that CIT and its subsidiaries shall not hire any person into an employee or independent contractor position with CIT or any of its subsidiaries in a "Financial Reporting Oversight Role" if that person served as the Independent Auditors' lead partner, concurring partner, or any other member of CIT's audit engagement team who provided more than 10 hours of audit, review or attest services for CIT or any of its subsidiaries. Notwithstanding the foregoing, CIT or any of its subsidiaries may hire any such individual if the Independent Auditors have completed one annual audit subsequent to when the individual was a member of CIT's audit engagement team.

5. **Monitoring Independence of Independent Auditors.** For the purpose of monitoring the independence of the Independent Auditors, the Committee shall (i) be advised of any other study or service undertaken by the Independent Auditors at the request of management that is beyond the scope of the audit engagement letter; (ii) ensure that the Independent Auditors have in place policies and procedures for an orderly transition to new audit partners in connection with the periodic rotation of the lead, concurring and other audit partners as required by auditing standards; and (iii) consider whether there should be regular rotation of the Independent Auditors..

6. **Audit Plan and Issues.** The Committee shall review (i) the Independent Auditors' audit plan, including scope, adequacy of staffing, procedures and timing of the audit; (ii) any audit problems or difficulties encountered by the Independent Auditors in the course of its audit process, including any restrictions on the scope of its activities or access to information, and any significant disagreements with management; and (iii) management's responses to such matters.

7. **Evaluation of Independent Auditors.** At least annually, the Committee shall review the qualifications, performance and independence of the Independent Auditors. In conducting its review, the Committee shall obtain and review a report by the Independent Auditors describing (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; (iii) the results of the most

recent review of the Independent Auditors by the Public Company Accounting Oversight Board (or any successor body); and (iv) to assess the Independent Auditor's independence, relationships between the Independent Auditor and CIT that might reasonably be expected to bear on independence, including the annual communications required under PCAOB 3526 (or any successor guideline).

C. Internal Audit

1. **Internal Audit Department Oversight.** The Committee shall review and approve the Internal Audit Charter and the budget, plan, including the risk assessment methodology used in preparing the plan, changes in the plan, activities, organizational structure, staffing, scope of authority and qualifications of the internal audit department. In addition, the Committee shall review with the Chief Auditor any significant audit issues and management's responses. The Committee shall review the performance of the Chief Auditor and shall recommend to the Board the appointment or replacement of the Chief Auditor.

2. **Conformance of Practices with Industry Standards.** The Committee shall discuss with management (including the Chief Auditor) whether CIT's internal audit activities conform to the International Standards for the Professional Practice of Internal Auditing promulgated by the Institute of Internal Auditors.

3. **Reporting Relationship.** The Chief Auditor shall report functionally to the Committee and have direct and unfettered access to the members of the Committee both at and between meetings of the Committee. The Committee shall approve all decisions regarding the appointment or removal of the Chief Auditor and the annual compensation of the Chief Auditor. The Chief Auditor shall provide periodic reports to the Committee on the activities and performance of the internal audit function, including the status of the approved plan and any significant recommended changes.

D. Legal and Regulatory Compliance

1. **Corporate Compliance Department Oversight.** The Committee shall review the budget, plan, activities, organizational structure, staffing, scope of authority and qualifications of the corporate compliance department. The Committee shall review the performance of the Chief Compliance Officer and shall recommend to the Board the appointment or replacement of the Chief Compliance Officer.

2. **Reporting Relationship.** The Chief Compliance Officer shall report functionally to the Committee and shall have direct and unfettered access to the members of the Committee both at and between meetings of the Committee. The BSA/Antifraud Officer shall report to the Chief Compliance Officer, but shall have direct and unfettered access to the members of the Committee both at and between meetings of the Committee

3. **Regulatory Examinations.** The Committee shall review with management any bank examination reports, letters and other significant communications from regulatory and/or other governing agencies ("**Regulators**"), and management's responses thereto. The Committee, or a designate member of the Committee, shall meet with Regulators when requested by the Regulators or deemed necessary or appropriate by the Committee. The Committee shall monitor and oversee CIT's compliance with regulatory target examinations and similar reports, and Regulators' annual or other periodic assessment reports. Notwithstanding the foregoing, regulatory oversight matters specifically

handled by another Board committee (e.g. issues related to risk management) or the Board itself shall be the responsibility of such other committee or the Board, as applicable.

4. Regulatory Compliance. The Committee shall review and approve CIT's Compliance Policy and review such policy at least annually for possible changes. To oversee compliance with CIT's ethical standards, policies, procedures and with laws and regulations, the Committee shall review at least quarterly with the Chief Compliance Officer: (a) CIT's enterprise-wide compliance risk management program relating to compliance with significant laws and regulations, including CIT's Code of Business Conduct and Code of Ethics; (b) CIT's record of compliance with laws and policies relating to ethical conduct including any significant cases of employee conflict of interest or misconduct; (c) corrective actions taken in response to significant violations of law and regulations (including those related to safety and soundness) and schedules for resolution; and (d) the reputation risks of significant exposures. The Chief Compliance Officer shall notify the Chair of significant regulatory or compliance issues that arise between Committee meetings.

The Committee will receive quarterly reports from the Chief Compliance Officer regarding CIT's compliance program and any significant compliance matters and shall have executive sessions with the Chief Compliance Officer at the request of the Chair of the Committee or the Chief Compliance Officer.

5. Complaint Notification Procedures. The Committee shall establish procedures for: (a) the receipt, retention, and treatment of complaints received by CIT and its subsidiaries regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Committee shall review the nature of any such complaints that have been received and the current status of the handling of such complaints.

6. Independent Auditors' Determinations with Respect to Illegal Acts. If, in the course of conducting an audit, the Independent Auditors detect or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the issuer) has or may have occurred, the firm shall, in accordance with generally accepted auditing standards and Section 10A(b) of the Securities Exchange Act of 1934, as soon as practicable, assure that the Committee is adequately informed with respect to such illegal acts, unless the illegal act is clearly inconsequential. The Committee shall ensure that, if the Independent auditors conclude that the illegal act has a material effect on the financial statements of CIT, senior management takes, or the board of directors causes senior management to take, timely and appropriate remedial actions with respect to the illegal act.

7. Suspicious Activity Reports. The Committee shall receive periodic communications and presentations from management summarizing the suspicious activity reports filed by CIT with regulatory and law enforcement agencies.

8. Legal Matters and Litigation. The Committee shall review at least quarterly with CIT's General Counsel or his designee (a) significant litigation, (b) material correspondence, reports or inquiries received from and investigations by regulators or governmental agencies, and (c) pending laws and regulations, legal trends or developments or other legal matters that may have a material impact on CIT's financial statements and/or conduct of business. The Committee shall discuss any significant issues identified by attorneys with respect to evidence of material securities law violations or material breaches of fiduciary duties that were reported to the General Counsel or Chief Executive Officer and not resolved to the satisfaction of the reporting attorney.

E. Risk Management Policies and Oversight of Finance Risks

1. **Review of Finance Risks.** On an annual basis, the Committee shall review and discuss with the appropriate member of management CIT's major financial risk exposures (including interest rate, liquidity, foreign currency exposure, cash investment, funding, swap-counterparty, and asset-liability management risks) and the risk assessment and risk management guidelines and policies management has taken to monitor and control such exposures.

2. **Risk Management Policies and Communications with Risk Management Committee.** The Committee shall discuss guidelines and policies adopted by CIT to govern the process by which assessment and management of financial risks is undertaken. Unless one of the members of the Committee is also a member of the Risk Management Committee of the Board, the Chair shall periodically communicate with the chair of the Risk Management Committee regarding such risk exposures and management.

3. **Oversight of Credit Risks and Exposures.** While the Risk Management Committee is responsible for overseeing credit risk management processes, policies and resources, CIT's Chief Risk Officer (or designee) shall provide quarterly reports to the Audit Committee regarding the credit performance of CIT's portfolio, credit trends, and the adequacy of reserves.

4. **Scope of Committee's Responsibilities.** It is not the responsibility of the Committee to conduct risk assessment and management; rather the Committee is responsible for reviewing management guidelines for assessing and managing financial risks.

F. Cooperation with Risk Management Committee. The Committee shall work with the Risk management Committee of the Board on areas where the substance of their activities overlap, including, but not limited to, the review of CIT's allowance for loan and lease losses.

EXHIBIT A

DEFINITION OF INDEPENDENT DIRECTOR

A director shall be an “independent director” if such director:

1. is affirmatively determined by the Board, after consideration of all relevant facts and circumstances, as having no material relationship with CIT¹ (either directly or as a partner, shareholder or officer of an organization that has a relationship with CIT);
2. is not currently, and has not at any time during the prior three years been, an employee of CIT or any of its affiliates;
3. does not have an immediate family member who is, or has been in the prior three years, an executive officer of CIT or any of its affiliates;
4. does not receive, and no immediate family member of such director receives, and has not at any time during the prior three years received, more than \$120,000 per year in direct compensation from CIT or any of its affiliates, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
5. is not a partner of or employed by, and no member of such director's immediate family is a partner of or employed by, and has not within the prior three years been a partner of or employed in a professional capacity by, a present or former internal or external auditor of CIT or any of its consolidated subsidiaries;
6. is not employed, and no immediate family member of such director is employed, and has not within the prior three years been employed, as an executive officer of another company where any of CIT's present executives serves or served at the same time on that company's compensation committee;
7. is not an executive officer or an employee, and no immediate family member of such director is an executive officer, of another company that has made payments to or received payments from CIT for property or services in amounts representing at least 2% or \$1 million, whichever is greater, of such other company's consolidated gross revenues in any of such company's last three fiscal years;

¹ For purposes of determining independence, all references to CIT shall mean CIT Group Inc. and each of its consolidated subsidiaries.

8. does not receive or have the right to receive, directly or indirectly, any consulting, advisory or other compensatory fees from CIT or any of its subsidiaries other than for service as a member of the Board or any committee of the Board;² and
9. is not an “affiliated person” of CIT or any of its subsidiaries apart from his or her capacity as a member of the Board or any committee of the Board.³

² Compensatory fees do not include the receipt of fixed amounts of compensation under a retirement or deferred compensation plan for prior service with CIT (provided the compensation is not contingent in any way on continued service). Also, the receipt of dividends or other payments by a Committee member who is a shareholder is not prohibited if the payments are made to all shareholders of a class generally. “Indirect” compensatory payments include payments to an immediate family member including (1) a spouse, parent, sibling, mother-in-law, father-in-law, brother-in-law, sister-in-law, minor child or stepchild, (2) any other person sharing a home with the Committee member, (3) an entity in which the Committee member is a partner, member, executive officer, or occupies a similar position and which provides accounting, consulting, legal, investment banking or financial advisory services to CIT or any of its subsidiaries.

³ An “affiliated person” is a person who directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, another person, including (a) an executive officer, (b) a director who is also an employee, (c) a general partner or a managing member of an entity that is an affiliate, or (d) a beneficial owner of 10% or more of any class of voting equity securities of CIT or an affiliate of CIT. “Control” is the possession of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.