**INDEPENDENT BANK CORPORATION**

**AUDIT COMMITTEE QUARTERLY REVIEW PROCEDURES**

1. Meetings to Review Quarterly Results.

(a) Information Required. The Audit Committee shall have the following information distributed to each member of the Audit Committee and Board of Directors at least two (2) business days in advance of each regularly scheduled quarterly meeting to review the Company's financial results for the immediately preceding quarter:

* Financial Statements for the most recently completed quarter and comparative periods; and
* Draft of proposed press release.

(b) Timing of Meetings. Each meeting (either Audit Committee or Board of Directors) to review quarterly results shall precede by not less than two days, the Company's public release of its quarterly and annual financial results.

2. Meetings to Review 10-Q and 10-K Reports.

(a) Information Required. The Audit Committee shall have the following information distributed to each member of the Audit Committee at least two (2) business days in advance of each regularly scheduled quarterly meeting to review the Company's 10-Q and 10-K Reports for the immediately preceding quarter:

* Preliminary draft of the 10-Q Report for the first three quarters and the 10-K Report for the full year, with the MD&A section substantially complete.

(b) Additional Information. At each quarterly 10-Q and 10-K review meeting, the Audit Committee shall review, in addition to the materials supplied in item 2(a) above, the following:

* Each of the Company's critical accounting policies and practices and the application of those principles for the quarterly period.
* Management's disclosure to the Committee under Section 302 of the Sarbanes Act regarding internal controls.
* The contents of the CEO's and CFO's certificates to be filed under Section 302 and 906 of the Sarbanes Act.
* The Committee will also make inquiries of both internal and external auditors as a part of their review.

(c) Timing. Each quarterly meeting of the Audit Committee to review the 10-Q and 10-K Reports shall precede the filing of those reports, by not less than two (2) days.

(d) Executive Session. Each quarterly 10-Q and 10-K review meeting shall conclude with an executive session of the Committee, absent members of management, inclusive of internal and external auditors, on such terms and conditions as the Committee determines.