



## Executive Equity Ownership and Retention Policy

*[Approved by the Compensation Committee  
of the Board of Directors on April 19, 2010,  
with Amendments Effective through January 17, 2012]*

The Compensation Committee (the "**Committee**") of the Board of Directors of CIT Group Inc. ("**CIT**") has determined that to further align the long-term interests of CIT's stockholders and its senior officers, it is in the best interest of CIT to require senior officers to maintain significant direct ownership in CIT's common stock. As a result of such determination, the Committee has adopted this Executive Equity Ownership and Retention Policy ("**Ownership Policy**") to provide for an appropriate level of equity ownership.

### A. Employees Subject to this Policy

This Ownership Policy applies to all employees of CIT and its subsidiaries (the "**Company**") that have a salary grade of 420 or higher and such other employees that may be identified by the Chief Executive Officer and communicated by the Administrator (collectively, the "**Covered Employees**").

### B. Stock Ownership and Retention Requirement

Each Covered Employee is required to own a minimum amount of "**Stock**" (as defined below) having a "**Value**" (as defined below) equal to (i) six times annual base salary in the case of CIT's Chief Executive Officer; (ii) three times annual base salary in the case of Covered Employees who were identified in CIT's 2011 Proxy Statement, or are identified in any subsequent CIT proxy statement, as a Named Executive Officer ("**NEO**") as defined in the compensation disclosure rules under the Securities and Exchange Act of 1934, as amended, but excluding Covered Employees who were not named as an NEO in either of the two most recent annual proxy statements; and (iii) one times annual base salary for all other Covered Employees. These ownership requirements will be calculated annually, and will remain applicable to each Covered Employee until the earlier of the time that the Covered Employee is no longer employed by CIT or otherwise ceases to be a Covered Employee.

Each current Covered Employee will have five years to meet the minimum level of ownership from the time he or she becomes subject to the Ownership Policy. An existing Covered Employee who is subsequently identified as a NEO or CEO will have three years from that time to meet the increased minimum level of ownership applicable to NEOs.

Each Covered Employee is also required to retain direct ownership of at least 50% of his or her "**Covered Shares**" (as defined below), net of **Taxes and Transaction Costs** (as defined below) until the earlier of the time that the Covered Employee is no longer employed by CIT or otherwise ceases to be a Covered Employee. Covered Shares may be counted to simultaneously satisfy both the ownership and retention requirements, without limitation.

For purposes of this Retention Policy:

- (a) **“Stock”** includes (i) all shares beneficially owned by the Covered Employee (including those owned by members of his or her immediate family or held as part of a tax or estate plan in which the executive retains beneficial ownership); (ii) unvested and vested but not yet delivered restricted stock or restricted stock units; (iii) unvested performance share units, or such similar awards that may be granted by CIT, unless all or a portion of such awards are anticipated by the Administrator with reasonable probability to not achieve target or threshold performance level(s); and (iv) other “Covered Shares”; and
- (b) **“Covered Shares”** means any vested shares acquired by a Covered Employee pursuant to an equity award granted to him or her under any Company equity compensation plan or other written compensatory arrangements, including shares acquired upon the vesting of restricted stock units or the exercise of stock options; and
- (c) **“Taxes and Transaction Costs”** include: (i) shares retained by the Company to satisfy tax withholding requirements attributable to equity awards or, if no tax withholding is required, 40% of the Covered Shares; (ii) shares tendered by the Covered Employee to pay all or any portion of the exercise price of option grants; and (iii) in the event all or a portion of the tax withholding requirements or the exercise price of option grants or other costs of ownership are satisfied by the Covered Employee remitting cash to the Company or by the Company withholding amounts from such Covered Employee’s compensation or payments otherwise due, the number of shares having a fair market value (determined on the date such cash is remitted or withheld equal to the amount so remitted or withheld); and
- (d) **“Value”** shall be calculated as the number of shares of Stock multiplied by the greater of (i) the closing per-share price of CIT common stock on the New York Stock Exchange (the **“NYSE”**) on the date the Administrator calculates ownership levels; or (ii) a calculated per-share value based on the 3-year average of the closing price of CIT common stock on the NYSE (or the average stock price for such shorter period of time that CIT’s common stock has been continuously publicly traded on a national securities exchange).

### **C. Exceptions to Stock Retention Policy and Administration of Policy**

The Retention Policy shall be administered by CIT’s Executive Vice President – Human Resources (**the “Administrator”**). The Administrator may delegate ministerial duties to one or more employees of the Company who are under his or her supervision.

Notwithstanding anything to the contrary in the Retention Policy, each Covered Employee, while subject to the Retention Policy may: (1) transfer up to 25% of Covered Shares for estate planning purposes to trusts, limited liability companies or other entities established for the benefit of such person or his or her spouse, parent, sibling or lineal descendant; provided that (a) the Covered Employee making such transfer shall remain a beneficial owner of such Covered Shares, and (b) the transferee shall not subsequently transfer such Covered Shares other than a transfer back to the Covered Employee; and (2) transfer Covered Shares to the extent required to comply with a court order or settlement agreement in connection with a Covered Employee’s divorce, legal separation, or similar proceeding. The Administrator may also grant exceptions to this policy based on economic hardship or other showing of good cause. A record of any such exceptions shall be documented in writing and reported periodically by the Administrator to the Committee.