

WINTRUST FINANCIAL CORPORATION

Compensation Committee of the Board of Directors

COMMITTEE CHARTER

Composition:

The Compensation Committee (the “Committee”) shall be composed of not less than three members of the Board of Directors (the “Board”), as may be appointed to the Committee from time to time by a majority of the Board. Each member of the Committee must be (i) “independent” as determined by the Board consistent with the listing standards of the Nasdaq Stock Market (“Nasdaq”) and Securities and Exchange Commission (the “SEC”) rules (including the Sarbanes Oxley Act of 2002), (ii) “outside directors” for purposes of Section 162(m) of the Internal Revenue Code and (iii) “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. Vacancies on the Committee shall be filled by majority vote of the Board. The Chair of the Committee shall be elected by the Board out of those members appointed to the Committee. The Chair, or, in his or her absence, such other member as the Committee may select, shall preside at Committee meetings.

Committee Role and Scope of Authority:

The Committee is responsible for monitoring and implementing the overall executive officer compensation programs and policies of the Company. The duties of the Committee shall include (in addition to any other specific authority that may be delegated to the Committee by resolution of the Board) the following:

- (1) establish, in consultation with senior management, the Company’s overall compensation philosophy and oversee the development and implementation of compensation programs and policies;
- (2) review and approve annually corporate goals and objectives relevant to the compensation of the chief executive officer and other senior management, evaluate the performance of the chief executive officer and other senior management in light of those goals and objectives and, either as a Committee or together with the other directors who meet the independence requirements of Nasdaq (as directed by the Board), set the chief executive officer’s and other senior management’s

compensation levels, including salary, bonus, fees, benefits, incentive awards and perquisites, based on this evaluation. In determining the long-term incentive component of the chief executive officer's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the chief executive officer in past years;

- (3) review and approve in advance employment agreements, salary levels, salary increases and bonuses for executive and senior officers of the Company and, if appropriate, senior officers of its subsidiaries, including salaries and awards to newly hired executives and senior officers of the Company;
- (4) review levels of director stock ownership with respect to expectations set forth in the Company's Corporate Governance Guidelines and review levels of executive officer stock ownership with respect to expectations set forth in the Company's Executive Officer Stock Ownership Guidelines;
- (5) administer the Company's stock option and employee stock purchase programs (with respect to stock option grants, it is anticipated that the Committee will determine allocations among the Company's various subsidiaries and will generally rely on recommendations of management as to specific awards to key employees other than the chief executive officer);
- (6) report to the Board regarding performance appraisals and remuneration information concerning the chief executive officer and other senior management and review with the chief executive officer, and recommend for Board approval as appropriate, proposed promotion of senior management and employment of senior management candidates;
- (7) consider from time to time, review and recommend for Board approval, additional executive compensation and employee benefit programs, including incentive-based compensation programs, non-cash compensation

programs, retirement and savings plans and any material changes to existing programs;

- (8) review and approve changes required by law to be made to existing employee benefit programs and non-substantive changes to existing programs;
- (9) review and approve changes to be made to severance programs and forms of employment agreements and change-in-control agreements;
- (10) conduct reviews of the Company's compensation arrangements and practices to assess the extent to which such arrangements and practices encourage risk-taking (including compliance with the Wintrust Financial Corporation's Volcker Rule Compliance Policy) or earnings manipulation, take or suggest any appropriate remedial actions, provide any required disclosure regarding such reviews and certify completion of such reviews, if necessary;
- (11) from time to time as deemed appropriate, confer with the chief executive officer and other senior management regarding succession planning for senior executive officers and make recommendations to the Board with respect thereto;
- (12) pre-approve, in order to ensure the independence of any compensation consultant retained by the Committee to participate in the evaluation of executive compensation, all services provided by any such consultant to the Company other than services performed for the Nominating and Corporate Governance Committee in connection with non-employee director compensation matters;
- (13) review the results of any advisory shareholder votes on executive compensation ("say-on-pay votes") and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes;
- (14) recommend for approval by the Board how frequently the Company should conduct say-on-pay votes, taking into account the results of any prior shareholder votes regarding the frequency of such votes;

- (15) develop, implement and oversee policies with respect to the recovery or “clawback” of any excess incentive-based compensation paid to any of the Company’s executive officers (within the meaning of Rule 10D-1 under the Securities Exchange Act of 1934, as amended) based on erroneous data;
- (16) review and discuss with management the Company’s Compensation Discussion and Analysis (the “CD&A”) and, based on such discussion, recommend to the Board that the CD&A be included in the Company’s proxy statement;
- (17) prepare the proxy statement report regarding annual executive compensation in accordance with SEC rules; and
- (18) review and assess annually the adequacy of this Charter and, if appropriate, recommend changes to this Charter to the Board for approval.

The Committee is authorized, in its sole discretion, to select, engage, obtain the advice of and terminate outside compensation consultants, legal counsel and other compensation advisers (collectively, the “Committee Advisers”) as it deems necessary to assist in carrying out its duties and responsibilities. The Committee shall be directly responsible for appointing, compensating and overseeing the work of Committee Advisers retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to such Committee Advisers. To the extent required by the listing standards of Nasdaq, prior to selecting, or receiving advice from, a Committee Adviser (other than in-house legal counsel), the Compensation Committee must assess the Committee Adviser’s independence taking into consideration the independence factors specified in such listing standards. In addition, the Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Meetings and Manner of Acting:

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. A majority of the members of the Committee present (in person or by telephone) at any meeting of the Committee shall constitute a quorum and approval by a majority of the quorum is necessary for Committee

action. Minutes shall be recorded of each meeting held. When appropriate, actions may be taken by written consent in lieu of a meeting of the Committee. The Committee shall have full access to any relevant records of the Company and may request any employee of the Company or other person to meet with the Committee or its Committee Advisers. However, the chief executive officer may not be present during voting or deliberations by the Committee with respect to his or her compensation.

Reports:

The Committee shall maintain minutes of meetings and periodically report to the Board on significant results of Committee meetings. In furtherance of the foregoing, the Chair of the Committee (or in his or her absence such other Committee member as the Committee may select) shall report on behalf of the Committee to the full Board at each regularly scheduled meeting thereof with respect to any action taken by the Committee if any meetings of the Committee have been held (or action otherwise taken) since the date of the previous Board meeting. In lieu of any such report, the minutes of meetings held or other record of action taken may be submitted to the Board for review.