

WINTRUST FINANCIAL CORPORATION

**Finance Committee of the
Board of Directors**

COMMITTEE CHARTER

Composition:

The Finance Committee (the “Committee”) shall be composed of not less than two 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. A majority of the members of the Committee must be “independent” as determined by the Board consistent with the listing standards of the Nasdaq Stock Market and Securities and Exchange Commission rules (including the Sarbanes Oxley Act of 2002). 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 shall preside at Committee meetings.

**Committee Role and
Scope of Authority:**

The function of the Committee is to assist the Board in monitoring and overseeing the Company’s capital structure, capital management strategy, investments, acquisitions, divestitures, securities issuances and related policies. The Committee shall meet on a regular basis as it deems appropriate, working closely with the financial management of the Company. The oversight responsibility of the Committee shall not extend to financial reporting, which shall be the responsibility of the Audit Committee of the Board, or to interest rate or credit exposure risk which shall be the responsibility of the Risk Management Committee of the Board.

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) review the capital plan and cash position of the Company and provide advice and guidance on the sources and uses of capital and expected returns on capital deployed;
- (2) review and approve the following, as recommended by the ERM & Capital Committee:
 - a. significant strategic initiatives in line with the Risk Appetite Statement;
 - b. capital policies, including, but not limited to:
 - i. Capital Plan;
 - ii. Capital Adequacy and Planning Policy; and
 - iii. Capital Contingency Plan;
 - c. results of capital and earnings business plan, annual budget and forecasts;

- d. components of the Capital Stress Testing process including:
 - i. stress test results and other data and documentation prior to submission to regulators; and
 - ii. stress test results benchmarking analysis;
 - e. holding company / intercompany capital actions, linking to current and forecasted capital levels; and
 - f. action plans to remediate gaps identified in the capital management process;
- (3) review, as the Committee deems appropriate, the Company's financial policies, capital structure, strategy for obtaining financial resources, tax-planning strategies and use of cash flow and make such reports and recommendations to the Board with respect thereto as it deems advisable;
- (4) periodically review the Company's share repurchase activities and plans and recommend to the Board any share repurchase programs deemed necessary or advisable by the Committee;
- (5) review and make recommendations to the Board with respect to the Company's dividend policy;
- (6) review proposed mergers, acquisitions, joint ventures and divestitures involving the Company and its subsidiaries and make recommendations to the full Board;
- (7) review and recommend to the Board for approval all private equity and other strategic investments of the Company;
- (8) review and make recommendations to the Board with respect to the issuance of equity and debt securities by the Company, any guarantees of subsidiaries' securities by the Company, the offering terms of such securities, matters relating to credit rating agencies and the Company's material banking arrangements and credit facilities;
- (9) provide advice to Company management, as requested, with respect to the financial aspects of transactions by subsidiaries of the Company requiring a vote by the Company, as stockholder of such subsidiaries; and
- (10) review and assess annually the adequacy of the 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 consultants, legal counsel and other 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. 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.

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 significant matters discussed or actions 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.