Adopted Effective October 22, 2026

WINTRUST FINANCIAL CORPORATION

Audit Committee of the Board of Directors

COMMITTEE CHARTER

Composition:

The Audit 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. All 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. The Board may also elect a Vice Chair of the Committee, who shall preside at Committee meetings in the absence of the Chair.

All members of the Committee shall have at least a basic understanding of finance and accounting, and be able to read and understand fundamental financial statements. No member of the Committee shall have participated in the preparation of the Company's financial statements in the preceding three years. Committee members shall not simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee. At least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC regulations, as determined by the Board.

Committee Role and Scope of Authority:

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility relating to: integrity of the Company's financial statements and the financial reporting process; the systems of internal accounting and financial controls; the performance of the Company's internal audit function and independent auditors; the independent auditors' qualifications and independence; the annual independent audit of the Company's financial statements; and the Company's compliance with ethics policies and legal and regulatory requirements. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, compliance officers, the internal auditors and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel

of the Company.

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or compliance examinations or to determine that the Company's financial statements and disclosure are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. Management is responsible for the preparation, presentation and integrity of the Company's financial statements, the appropriateness of the accounting principles and reporting policies that are used by the Company and for the Company's compliance with ethics policies and legal and regulatory requirements. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

The Committee shall have a clear understanding with Company management and the independent auditors that the independent auditors are ultimately accountable to the Board and Committee as representatives of the Company's shareholders.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate "tone" for quality of financial reporting, sound business risk practices and compliance with ethics policies and legal and regulatory requirements.

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee or the Board may supplement them as appropriate. The Committee shall also perform any other activities consistent with this Charter, the Company's by-laws, governing law and applicable regulations, as the Committee or the Board deems necessary or appropriate.

External Reporting:

(1) The Committee shall review the adequacy and effectiveness of the Company's disclosure controls and procedures and management reports thereon.

(2) The Committee shall review the interim financial statements, footnotes and related disclosures, including Management's Discussion and Analysis of Financial Condition and Results of Operations, with management and the independent

auditors prior to the press release to the public and the filing of the Company's Quarterly Report on Form 10-Q.

(3) The Committee shall discuss the results of its quarterly review of the interim financial statements and any other matters required to be communicated by the independent auditors under generally accepted auditing standards.

(4) The Committee shall review and discuss the financial disclosure in the Company's earnings press releases, registration statements, current reports or other public disclosure, as well as financial information and earnings guidance provided to analysts and rating agencies.

(5) The Committee shall review with management and the independent auditors, prior to release, the financial statements, footnotes and related disclosures, including Management's Discussion and Analysis of Financial Condition and Results of Operation, to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), including an analysis of the independent auditors' judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the Company's financial statements. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee under generally accepted auditing standards.

(6) The Committee shall review the CEO and CFO certifications required to be filed with the Form 10-K and Form 10-Q. The Committee shall also review disclosures made by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about the effectiveness of design and operation of internal controls over financial reporting and any fraud involving management or other employees who have a significant role in the Company's internal controls.

(7) In consultation with the Nominating and Corporate Governance Committee of the Board, the Committee shall review and approve all transactions with "related persons" required to be disclosed pursuant to Item 404 of Regulation S-K under the Exchange Act of 1934.

(8) The Committee shall review regular reports from the independent auditors on the critical policies and practices of

the Company and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management. The Committee shall also review management's assertion on its assignment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditors' report on management's assertion. The Committee shall discuss with the independent auditors any material issues raised in such reports. The Committee shall also review with management and the independent auditors the Company's critical accounting estimates and the significant assumptions and judgments underlying such estimates.

(9) The Committee shall review with legal counsel disclosure or other materials that may have a material impact on the Company's consolidated financial statements or on the Company's compliance policies.

(10) The Committee shall provide advice to the Compensation Committee regarding staffing needs associated with the Company's accounting and finance functions.

Independent Audit Oversight:

(1) The Committee shall be directly responsible for the appointment and termination, compensation and oversight of the work of the independent auditors, including resolution of disagreements between management and the auditor regarding financial reporting. The Committee shall pre-approve, in accordance with policies and procedures established by the Committee, all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform the specific non-audit services proscribed by law or regulation. The Committee shall approve in advance all audit fees to be paid to the independent auditors.

(2) At least annually, the Committee shall obtain and review a report by the independent auditors describing:

- the independent auditors' internal quality control procedures;
- any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by an inquiry or investigation by the governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried

out by the independent auditors and any steps taken to deal with any such issues; and
all relationships between the independent auditors and the Company (to assess the auditors' independence).

(3) The Committee shall receive and review any material written communications between the independent auditors and management, including any management letter or schedule of unadjusted differences.

(4) The Committee shall review and discuss with the independent auditors the overall scope, approach, staffing, locations and plans for their audit, including the adequacy of staffing and compensation. Also, the Committee shall discuss with independent auditors and management the adequacy and effectiveness of the Company's accounting and financial controls and its compliance with regulations, including the Company's policies and procedures, to assess, monitor and manage business risk and legal and ethical compliance programs.

(5) The Committee shall review and discuss with the independent auditors any critical audit matter ("CAM") addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM.

(6) The Committee shall meet separately and periodically with the independent auditors to discuss issues and concerns warranting the Committee's attention, including the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC. The Committee shall provide sufficient opportunity for the independent auditors to meet privately with the members of the Committee. The Committee shall review with the independent auditors any audit problems or difficulties and management's response.

(7) The Committee shall review the competence and performance of the key partners and managers of the Company's independent auditors who are responsible for the audit and quality control procedures the auditing firm has established. The Committee shall discuss with the independent auditors and management the timing and process for implementing the rotation of the lead (or coordinating) partner and the reviewing (or concurring) audit partner. The Committee shall consider whether, in order to

ensure continuing auditor independence, there should be a rotation of the independent auditors.

(8) The Committee shall set the Company's policies for the hiring of current or former employees of the independent auditors, which shall meet or exceed standards required by law or applicable regulations.

Internal Audit Oversight:

(1) The Committee shall oversee the internal audit function of the Company which will report to the Chair of the Committee.

(2) The Committee shall review and approve the appointment, replacement, or dismissal of the Chief Audit Executive; shall annually review the performance and compensation of the Chief Audit Executive; and shall review the internal audit charter, budget and staffing.

(3) The Committee shall oversee the proposed audit plan for the coming year and the coordination of such plans with third party internal audit firms and the independent auditors.

(4) The Committee shall receive prior to each regularly scheduled meeting, a summary of findings from completed internal audits, compliance examinations and a progress report on the proposed internal audit and compliance examinations plan, with explanations for any deviations from the original plan as well as disposition of audit and compliance recommendations.

(5) The Committee shall periodically review the status of the Company's Security Program, including its information security program as well as its fraud programs. This includes updates to risk assessments, results of audit testing and details of any security breaches or violations, as well as any material changes to these programs. The Committee shall receive regular reports from the Chief Security Officer. The Committee shall coordinate with the Company's Information Technology & Information Security Committee regarding oversight of the Company's Security Program.

(6) The Committee shall periodically review the status of the Company's Consumer Compliance and BSA/AML/OFAC Programs. This includes updates to risk assessments, results of audit testing and details of any security breaches or violations, as well as any material changes to these programs.

(7) The Committee shall meet separately and periodically with management and the internal auditors to discuss issues and concerns warranting the Committee's attention. The Committee shall provide sufficient opportunity for the internal auditors to meet privately with the members of the Committee.

(8) The Committee shall review and discuss with the internal auditors the overall scope, approach, staffing, locations and plans for their audits, including the adequacy of staffing and compensation. Also, the Committee shall discuss with management and the internal auditors the adequacy and effectiveness of the Company's accounting and financial controls and its compliance with regulations, including the Company's policies and procedures, to assess, monitor, and manage business risk and legal and ethical compliance programs. The Committee (or its designee) shall maintain a log of reports received pursuant to the Whistleblower Policies and Procedures and the Committee shall review the status of any such reports received at least quarterly.

Monitoring of Compliance with Legal and Ethical Obligations:

(1) The Committee shall periodically monitor and discuss with management and the internal auditors, as it deems appropriate, the Company's material litigation risk exposure and steps taken by management to monitor and mitigate such exposure.

(2) The Committee shall receive any reports of evidence of a material violation of securities laws or breaches of fiduciary duty and consult with legal counsel or other third parties as it deems appropriate to determine whether any such violations, breaches or other legal matters may have a material impact on the Company's financial statements.

(3) The Committee shall review the status and results of regulatory examinations, and any significant issues arising out of such examinations with respect to their impact on the Company's financial statements or internal audit practices.

(4) The Committee shall periodically review reports regarding violations of the Company's corporate code of ethics and code of ethics for senior financial officers to determine adherence to such codes.

(5) The Committee shall periodically review the Company's policy regarding transactions in Company securities by insiders. The Committee shall review reports regarding the

compliance of the Company and insiders with such policy.

(6) The Committee shall oversee the process and establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, violations of the Company's codes of ethics or other illegal or unethical conduct, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(7) The Committee shall review and assess annually the adequacy of this Charter and, if appropriate, recommend changes to this Charter to the Nominating and Corporate Governance Committee and Board for approval.

(8) The Committee shall meet periodically with the Chief Audit Executive in separate executive sessions and discuss, among other items, independent responsibilities, budget and staffing of the Internal Audit function.

(9) The Committee shall evaluate its performance annually and report the results of such evaluation to the Board.

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.

Formal Reporting:

The Committee shall prepare, review and approve its report to be included in the Company's annual proxy statement, as required by SEC regulations. The report shall state whether the Committee has: 1) reviewed and discussed the annual audited financial statements with management; 2) discussed with the independent auditors the matters required to be discussed by the applicable requirements of the PCAOB and the SEC; 3) received from the independent auditors the written communication required by applicable requirements of the PCAOB regarding the independent auditors' communications with the Committee concerning independence and discussed with them their

independence and; 4) based on the above reviews and discussions, recommended to the Board that the audited financial statements be included in the Company's Form 10-K for filing with the SEC. The proxy statement shall also state that the Committee is governed by a formal written charter and must disclose if the Board has determined to allow a non-independent director to serve on the Committee.

Meetings and Manner of Acting:

The Committee shall meet with such frequency and at such intervals as it determines is necessary to carry out its duties and responsibilities. The Committee shall meet in executive session, without management present, at each regularly scheduled meeting of the Committee. 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, action 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 the Vice Chair or 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.