Adopted Effective October 22, 2026

WINTRUST FINANCIAL CORPORATION

Nominating and Corporate Governance Committee of the Board of Directors

COMMITTEE CHARTER

Composition: The Nominating and Corporate Governance 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 of whom shall be "independent" as determined by the Board consistent with the listing standards of the Nasdaq Stock Market ("Nasdaq"). 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 identifying, evaluating and recommending to the Board candidates to be appointed or nominated for election as directors of the Company and for overseeing the corporate governance policies of the Company. The duties of the Committee shall include (in addition to any other specific authority delegated to the Committee by resolution of the Board) the following:

(1) determine criteria for the selection and qualification of the members of the Board and review with the Board, at least annually, the appropriate skills and characteristics required of Board members in the context of the current composition of the Board;

(2) review information provided by directors in response to the Company's annual Directors' Questionnaire regarding directors' relationships with the Company and other relevant information in order to evaluate, at least annually, the "independence" of each member of the Board and make recommendations to the Board with respect to determination of each member's "independence" consistent with the listing requirements of Nasdaq and SEC rules;

(3) establish procedures for the regular ongoing reporting by Board members of any developments that may be deemed to affect their independence status or qualification to serve as a director;

(4) consider, in accordance with the Company's Corporate Governance Guidelines, any resignation submitted by a director who has experienced a significant change in his or her personal circumstances;

(5) identify, evaluate and recommend for nomination by the Board candidates to be proposed for election by the shareholders at each annual meeting;

(6) seek out possible candidates and otherwise aid in attracting highly qualified candidates to serve on the Board, coordinating with the CEO to the extent the Committee deems appropriate;

(7) recommend for Board approval persons to fill vacancies on the Board which occur between annual meetings;

(8) recommend for Board approval a policy regarding Committee consideration of director candidates recommended by shareholders, establish procedures for shareholders to submit such recommendations and review any nominations properly submitted by shareholders of the Company;

(9) review from time to time and monitor emerging best practices and make appropriate recommendations for Board approval with respect to the Company's Corporate Governance Guidelines and other corporate governance policies or guidelines including, among other things:

(a) the structure of various committees of the Board, the size, composition and individual members of such committees and the functions of the Board and the committees thereof;

(b) Board and Board committee meeting schedules and agendas and director responsibilities regarding meeting attendance and preparation;

(c) Board member attendance at annual shareholder meetings and processes for security holders to communicate with Board members;

(d) director access to management and, as necessary and appropriate, independent advisers;

(e) Board tenure and retirement policies;

(f) Board and committee self-assessments;

(g) director orientation and continuing education; and

(h) such other matters deemed advisable to improve the overall effectiveness of the Board;

(10) conduct, at least annually, a performance assessment of the Board, including the directors' compliance with the Company's Corporate Governance Guidelines, and report its findings to the Board;

(11) assess, and review with management at least annually, the overall effectiveness of the organization of the Board and the conduct of its business and make appropriate recommendations to the Board with regard thereto;

(13) review, at least annually, the Corporate Code of Ethics and Senior Financial Officer Code of Ethics and make any recommendations considered appropriate relating to modifications or enhancements of such codes to the Board and consider waivers, if any, to such codes, subject to approval of the full Board with respect to waivers for directors and executive officers;

(14) review any shareholder proposals received by the Company for business to be conducted at an annual meeting;

(15) review and approve annually the required proxy statement disclosures regarding the Board nomination processes;

(16) in consultation with the Audit Committee of the Board, 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;

(17) annually review director compensation and recommend to the Board for approval changes to the form and amount of director compensation, benefits and expense reimbursement plans and programs;

(18) review from time to time the terms and conditions of the insurance policies and indemnification arrangements applicable to the Company's directors and officers and recommend any changes thereto to the Board;

(19) oversee the Company's workforce strategy, including employee and management development initiatives;

(20) oversee the Company's environmental and social responsibility efforts, progress and disclosures and the related risks;

(21) consider from time to time the overall relationship of the Board and management;

(22) review from time to time the leadership structure of the Board, including the term of service of the Chairman, in accordance with the Company's Corporate Governance Guidelines;

(23) conduct, at least annually, a performance assessment of the Committee and report its findings to the Board;

(24) review and assess annually the adequacy of the Charter of the Executive Committee and review the charters of the other standing committees of the Board, as recommended by such committees, and, if appropriate, recommend changes to such charters to the Board for approval; and

(25) 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 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. The Committee shall meet in executive session, without management present, at each regularly scheduled meeting of the Committee.

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.