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Wintrust Financial Corporation

Corporate Governance Guidelines

WINTRUST

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Statement of Mission of the Wintrust Financial Corporation Board of Directors

The Board of Directors (the "Board") of Wintrust Financial Corporation (the "Company") represents shareholders' interest in perpetuating a successful business, including optimizing long-term financial returns to shareholders. The Board is responsible for determining that the Company is managed in such a way to achieve this result. This is an active, not a passive responsibility. The Board has the responsibility to see that in good times, as well as difficult ones, management is capably executing its responsibilities. The Board's responsibility is to regularly monitor the effectiveness of management policies and decisions including the execution of its strategies. Upon the recommendation of the Nominating and Corporate Governance Committee, the Board adopted this set of guidelines to promote effective functioning of Board activities, to ensure that the Company conducts its business in accordance with the highest legal and ethical standards and to enhance shareholder value.

Guidelines on Significant Corporate Governance Issues

Size of Board

The By-laws of the Company currently provide that the Board shall consist of no fewer than twelve (12) and no greater than fifteen (15) directors, elected annually, which number may be increased or decreased by resolution of the Board or by a shareholder vote to amend the by-laws. The Board has made a determination that this size range is currently appropriate and allows for effective functioning of the Board. However, the Board may consider adjusting the size range in order to accommodate the availability of an outstanding candidate or to facilitate attractive acquisition opportunities.

Mix of Management Directors and Independent Directors

It is the policy of the Board, consistent with the rules of the Nasdaq Stock Market ("Nasdaq"), that there shall be a majority of independent directors on the Board. The Board is willing to have members of management as directors when appropriate. Certain members of management are invited to attend Board meetings on a regular basis even though they are not members of the Board.

A director will be considered independent if the Board affirmatively determines that he or she has no material relationship with the Company (other than serving as a director of the Company) and that he or she otherwise satisfies the Nasdaq rules for listed companies and Securities and Exchange Commission (the "SEC") rules. The Board shall determine on an annual basis whether each director qualifies as an independent director pursuant to such rules. In order to assist in determining independence, directors will be asked annually to complete "independence" questionnaires. Each director shall also promptly inform the Nominating and Corporate Governance Committee of any developments that may affect his or her independence or qualification to serve as a director.

Selection of Directors

The Board is responsible for nominating directors for election to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders. The Nominating and Corporate Governance Committee is responsible for identifying, evaluating and recommending to the Board candidates to be appointed or nominated for election as directors. The Nominating and Corporate

Governance Committee will consider director candidates recommended by shareholders and will apply the same standards in evaluating such candidates as it applies to other candidates.

Board Membership Criteria

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on at least an annual basis, the appropriate skills and characteristics required of Board members in the context of the current composition of the Board. This assessment should include consideration of diversity and skills in the context of an assessment of the perceived needs of the Board at that point in time. The Board seeks a broad range of skills, expertise, industry knowledge and contacts useful to the Company's business.

The following personal characteristics are considered minimum qualifications for Board membership: integrity and accountability, the ability to provide informed judgments on a wide range of issues, financial literacy, a good reputation in the business community, a talent for networking and referring business to the Company, a history of achievements that reflects high standards for themselves and others and willingness to raise tough questions in a manner that encourages open discussion. In evaluating potential board candidates, the Nominating and Corporate Governance Committee will also consider, among other factors the committee deems relevant, whether the candidate has a current or planned meaningful stock ownership position in the Company and the extent of the candidate's public board experience. Other attributes sought include: time availability, long-term availability and diversity, including differences of experience, education and talents, age, gender, ethnicity and geography.

Re-nomination of incumbent directors is not a given, and all directors will be regularly evaluated by the Nominating and Corporate Governance Committee.

Board Leadership

The non-executive Chairman of the Board shall serve for a maximum term of nine consecutive years, subject to the requirement that he or she be re-elected as Chairman annually by the Board. The Board will reassess the appropriate leadership structure from time to time.

If, at any time, the Chair of the Board is not an independent director, the independent directors will appoint an independent director to serve as Lead Independent Director who shall:

- serve as a liaison between the Chair of the Board and the independent directors;
- lead executive sessions of the Board;
- have authority to call meetings of the independent directors;
- lead the Board in discussions concerning the CEO's performance and CEO succession;
- approve meeting agendas and meeting schedules for the Board;
- approve information sent to the Board;
- if requested by major shareholders, be available for consultation and direct communication as directed by the Board; and
- perform such other duties and responsibilities as requested by the Board.

The Lead Independent Director shall chair Board meetings and meetings of the Company's shareholders in the absence of the Chairman of the Board.

Term Limits

Board members are elected to one-year terms. The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they also hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

Retirement Age

No person shall be appointed or nominated for election to the Board if he or she will attain the age of 76 before such appointment or election. On a case-by-case basis, the Board may but need not determine to confer "Director Emeritus" status upon a director who has attained retirement age.

Limit on Other Outside Board Service

It is essential that each person serving as a director have sufficient time to devote to Company matters and availability to participate actively in Board activities. Accordingly, the Board's policy is that no director shall serve on more than four other public company boards, not including the board of an organization by which he or she is employed. A director is expected to inform the Nominating and Corporate Governance Committee before joining any other public company board. The Nominating and Corporate Governance Committee shall consider each director's time commitments as part of nominating each director for re-election to another term.

Service on the Boards of Subsidiary Banks and Other Subsidiaries

It is the policy of the Board that many of the directors should serve on the boards of the Company's subsidiary banks and other operating subsidiaries. This dual service gives the directors a robust view into the Company's operations and performance.

Change in Personal Circumstances

The Board does not believe that directors who change their principal employment or experience another significant change in personal circumstances should necessarily leave the Board. However, any director who retires, makes a significant change to his or her principal employment or experiences a significant change in his or her personal circumstances that reasonably may have an adverse effect on the director's service on the Board (including his or her independence) or the Company's business or reputation, should promptly offer a resignation to the Board. The Nominating and Corporate Governance Committee shall then review the appropriateness of that director's continued service on the Board in light of the new circumstances and make a recommendation to the Board as to whether the resignation should be accepted.

Stock Ownership by Board Members

An ownership stake in the Company strengthens the alignment of interests between directors and shareholders. Accordingly, each non-employee director should own shares of Company common stock, no par value ("Common Stock") (or Common Stock equivalents) having a value of at least five times the annual retainer paid to non-employee directors, within five years of becoming a director. In the event that the annual retainer fee is increased, non-employee directors will have five years to meet the new ownership guideline. The Board will evaluate whether exceptions should be made for any director on whom this guideline would impose a financial hardship. A director will not be deemed to have fallen out of compliance with these guidelines solely due to a decline in the value of the Company's Common Stock if a director was determined to be in compliance with these guidelines at the time of last assessment.

The Compensation Committee shall periodically review the levels of director stock ownership relative to this guideline.

Hedging, Pledging and Short Selling, Prediction Markets

Directors shall not engage in hedging strategies using puts, calls, swaps, collars or other derivative securities designed to or that may reasonably be expected to have the effect of hedging or offsetting a decrease in the market value of any securities of the Company. Directors are not permitted to pledge any securities of the Company. Engaging in selling short securities of the Company or engaging in hedging or offsetting transactions regarding securities of the Company by directors is strictly prohibited.

Directors are prohibited from participating, directly or indirectly, in prediction markets involving the Company or any event, circumstance, transaction, or entity about which the Director possesses information obtained through the Director's employment or relationship with the Company. Participation in a prediction market includes purchasing, selling, or otherwise taking a position in any event contract or similar instrument on a prediction market or similar platform where the value or payout is based on, or linked to, the performance, value, or outcome of any event or circumstance, such as financial results, stock price, corporate events or the completion of a business transaction. As prediction markets continue to proliferate and become increasingly accessible, it is essential to uphold the integrity of our Company and to avoid any actions that may raise even the appearance of impropriety.

Board Evaluation

The Nominating and Corporate Governance Committee is responsible to report annually to the Board regarding its assessment of the Board's performance. This assessment shall be presented and discussed with the full Board. This assessment should be taken into account in the committee's selection of the nominee slate. The purpose of the assessment is to increase the effectiveness of the Board.

The assessment criteria of the overall Board shall be developed annually by the Nominating and Corporate Governance Committee based on facts, circumstances and strategic goals in effect from time-to-time.

Management Succession Planning

The Board realizes the importance of continuity at the executive level of management and through the Compensation Committee shall endeavor to work in conjunction with the Company to discuss and develop an appropriate succession plan for senior executive officers of the Company.

Board Access to Senior Management

The Board, as a body, shall have complete access to the Company's senior management. The Board will use judgment to be sure that this contact is not distracting to the business operations of the Company.

Furthermore, the Board encourages the Chief Executive Officer to bring managers into the Board meetings from time to time to provide additional insight into the items being discussed.

Board Access to Advisors

The Board and its committees shall have access to, and authority to engage, at the Company's expense, independent financial, legal, accounting and other advisors as they deem appropriate.

Meetings of the Board of Directors

The Board will have no less than five scheduled meetings of the full Board each year. If necessary, the Board may have one or more special meetings during the year as circumstances may require.

Each director is expected to attend Board meetings and meetings of committees on which the director serves. Directors are expected to attend annual meetings of shareholders. Information and data that are important to the directors' understanding of the business to be conducted at a Board or committee meeting generally should be distributed in writing to the directors no less than two business days before the meeting. Each director should review these materials in advance of the meeting and arrive prepared to discuss the issues presented. The Chairman of the Board will establish the agenda for each Board meeting. The directors are encouraged to suggest the inclusion of additional items on the agenda.

Executive Sessions of Independent Directors

At each meeting of the Board, or independent committees of the Board, the directors will meet without management present in regularly scheduled executive sessions of independent directors. The Chairman of the Board, or chair of the relevant committee, will generally preside at executive sessions.

Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee, a Finance Committee, a Nominating and Corporate Governance Committee, a Risk Management Committee, an Executive Committee and an Information Technology & Information Security Committee. All of the members of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee will be directors who meet the independence criteria then in effect as established by Nasdaq and SEC rules. A majority of the members of the Finance Committee, Risk Management Committee and Information Technology & Information Security Committee will be independent under such rules. The Board may create additional standing and ad hoc committees as deemed appropriate from time to time. The Board shall appoint the members and chair of each committee after considering the recommendations of the Nominating and Corporate Governance Committee. Consideration will be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated.

Each Board committee will have its own charter. Each charter will set forth the purposes, goals and responsibilities of the committee as well as certain specific qualifications for committee membership and procedures for committee member appointment.

The chair of each Board committee, in consultation with the committee members and the Company's Chief Executive Officer and senior executives as appropriate, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chair of each committee, in consultation with the appropriate members of the committee and senior executives as appropriate, will develop the committee's agenda for each meeting. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year, to the degree these can be foreseen. The meeting schedule for each committee will be furnished to all directors. The chair of each committee shall report to the Board on a quarterly basis regarding the matters considered by the committee.

Board Interaction with Institutional Investors, Press, or Research Analysts

It is the policy of the Board that the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer of the Company act as the spokespersons for the Company, although management may, from time to time, request individual directors to meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman.

Shareholder Access to Directors

It is the policy of the Board that shareholders shall have reasonable access to directors at annual meetings of shareholders and an opportunity to communicate directly with members of the Board on appropriate matters. The Board will generally respond, or cause the Company to respond, in writing to bona fide communications from shareholders addressed to one or more members of the Board. Shareholders and other interested parties may communicate with the Board, the non-employee directors as a group or any individual director by writing to the Board of Directors, c/o Corporate Secretary, at the Company's principal executive offices. Such communications will be forwarded to the Chair of the Nominating and Corporate Governance Committee, unless the communication is specifically addressed to another director, in which case it will be forwarded to that director; provided that communications determined, in consultation with the non-employee directors, to be improper for submission to the intended recipient(s) will not be forwarded.

Director Education

The Company will establish, or identify and provide access to, appropriate orientation programs, sessions or materials for the benefit of newly elected directors prior to or within a reasonable period of time after their nomination or election as a director. The program or materials will include information to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Corporate Code of Ethics, its principal officers and its internal and independent auditors. Periodically on a continuing basis, management will provide additional educational sessions to directors on matters relevant to the Company, including its strategic plans, risk profile and corporate governance. In addition, each director is required to complete annually a training program administered by the Company, including curriculum focused on financial institution compliance and regulatory frameworks. The Company encourages directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly traded companies, including programs focusing on corporate governance matters and on subjects relevant to the committees on which the director serves. The Company will reimburse directors for reasonable expenses associated with such programs, sessions and materials in accordance with Company policy.

Confidentiality

In order to facilitate open discussions, the Board believes maintaining confidentiality of information and deliberations is imperative. Each director has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service as a director or committee member.

Administration

The Nominating and Corporate Governance Committee has been charged with the responsibility for administering these guidelines and should periodically review performance under these guidelines. It should also review the guidelines at least annually and, when appropriate, recommend changes to them. The Board may adopt or approve such other or further guidelines as may be presented to it by the Nominating and Corporate Governance Committee.