

**WINTRUST FINANCIAL CORPORATION**

**Executive Committee of the  
Board of Directors**

**COMMITTEE CHARTER**

**Composition:**

The Executive Committee (the “Committee”) shall be comprised of not less than two members of the Board of Directors (the “Board”) and shall include the Chairman of the Board, the chairs of the Audit, Compensation, Nominating and Corporate Governance, Finance, Risk Management and Information Technology/Information Security Committees, the Chief Executive Officer and such other at-large members 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 the Chairman of the Board and shall preside at Committee meetings.

**Committee Role and  
Scope of Authority:**

The function of the Committee is to provide such guidance and counsel to the Company’s management team on significant matters affecting the Company and to take action on behalf of the Board as management or the Committee deems necessary or appropriate in the interim between Board meetings or when it is impracticable or infeasible to convene a meeting of the full Board for timely consideration of the actions proposed to be taken. The Committee shall meet at the call of the Chair of the Committee or a majority of the Committee members. The Committee may exercise all of the authority of the Board in the management of the business and affairs of the Company and may take actions as fully as permitted by the Illinois Business Corporation Act including, without limitation, the approval of acquisition, financing and other business transactions not involving the issuance of Company stock or approval by shareholders, except as otherwise prohibited by law.

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.

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

**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.