

Adopted Effective October 25, 2018

WINTRUST FINANCIAL CORPORATION

**Information Technology & Information Security
Committee of the Board of Directors**

COMMITTEE CHARTER

Composition:

The Information Technology & Information Security Committee (the “Committee”) shall be comprised 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, 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 function of the Committee is to assist the Board in overseeing the Company’s policies and procedures for the meeting its information technology and information security-related responsibilities, including regulatory obligations. The Committee will monitor and oversee the Company’s information technology and information security risks on a consolidated basis and at each of the Company’s subsidiary operating businesses. The Committee shall meet on a regular basis as it deems appropriate, working closely with the information technology and information security management of the Company. 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 and approve the Company’s information technology strategic plan and planning process;
- (2) assess the likelihood, frequency and severity of cyber attacks and data breaches;
- (3) review and approve the development and implementation of the Company’s information technology and information security programs and policies in the context of the Company’s risk profile;
- (4) review the scope and effectiveness of the Company’s material information technology and information security infrastructure, including strategies for the design, development, implementation and maintenance of new technologies and systems;

- (5) review the strategies and measures taken by the Company to identify, assess, monitor, control and mitigate its risks in the areas of information technology and information security;
- (6) review and approve data management strategy for the Company;
- (7) oversee any independent third-party assessments of the Company's information technology and information security programs and policies and data management strategy;
- (8) review the effectiveness of business continuity/disaster recovery following cyber attacks, including adequate insurance coverage, and incident response plans and testing; and
- (9) 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.

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.