

WINTRUST FINANCIAL CORPORATION

**Risk Management Committee of the
Board of Directors**

COMMITTEE CHARTER

Composition:

The Risk Management 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 shall preside at Committee meetings.

**Committee
Role and Scope
of Authority:**

The purpose of the Committee is to assist the Board in providing oversight of the enterprise-wide risk management framework of Wintrust Financial Corporation and its subsidiaries. The Committee will monitor and oversee the strategies, policies, and practices to identify, measure, monitor, manage, and report the Company’s material enterprise-wide risks.

The Committee shall work closely with the Company’s Chief Risk Officer and other appropriate members of management.

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 Enterprise Risk Management Policy;
- (2) Review and approve the Risk Appetite Statement;
- (3) Review summary reports regarding the Company’s risk profile relative to the Risk Appetite Statement and associated metrics and risk tolerances;
- (4) Review the Company’s independent loan review plan and loan review results;

- (5) Review measures taken by the Company to identify, measure, monitor, manage and report its risks in the areas of credit, liquidity, interest rates and other market risks, operational risk, vendors, and financial models;
- (6) Review measures taken by the Company to identify, measure, monitor, manage and report its risks in the areas of information technology & information security, in cooperation with the Information Technology & Information Security Committee of the Board;
- (7) Review measures taken by the Company to identify, measure, monitor, manage and report its risks in the areas of legal & regulatory compliance, in cooperation with the Audit Committee of Board;
- (8) Review the Company's capital position including the Company's annual capital planning and stress testing processes and results in cooperation with the Finance Committee of the Board;
- (9) Review and approve additional policies as may be assigned to the Committee pursuant to the Company's Enterprise Risk Management Policy, subject to the Board's reservation of its authority to review and approve any such policies;
- (10) Meet periodically with the Chief Risk Officer in separate executive sessions and discuss, among other items, the corporate risk management function's independent responsibilities, budget and staffing;
- (11) Coordinate with other committees of the Board and management committees as appropriate concerning risk management issues within the other committees' respective areas of responsibility;
- (12) Review reports on special or emerging risk topics as deemed appropriate; and
- (13) 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.