

**WINTRUST FINANCIAL CORPORATION
SENIOR FINANCIAL OFFICERS
CODE OF ETHICS**

General Philosophy

Wintrust Financial Corporation's (the "Company") chief executive officer, chief financial officer, principal accounting officer, internal auditor and other senior financial officers performing accounting, auditing, financial management or similar functions (collectively, the "Senior Financial Officers") are responsible for the integrity of the Company's financial reporting and system of internal financial reporting and system of internal accounting and controls. The honesty, integrity and sound judgment of each Senior Financial Officer is fundamental to the reputation and success of the Company. The purpose of this Code of Ethics (the "Code") is to promote honest and ethical conduct and compliance with the law, particularly as related to the maintenance of the Company's financial books and records and the preparation of its financial statements. The obligations of this Code supplement, but do not replace, the Company's Corporate Code of Ethics.

Senior Financial Officers Code of Ethics

Each Senior Financial Officer of the Company is expected to:

- Act with honesty and integrity and avoid actual or apparent conflicts of interests in personal and professional relationships.
- Provide information and, as required, maintain records that are accurate, complete, objective, timely and understandable.
- Assure that financial statements, reports and documents filed with the Securities and Exchange Commission (the "SEC") or contained in other public disclosure are accurate, complete, objective, timely and understandable.
- Comply with applicable laws, rules and regulations of federal, state and local governments (both United States and foreign) and other appropriate private and public regulatory agencies.
- Act in good faith, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of employment.
- Share knowledge and maintain skills necessary and relevant to the Company's needs.
- Proactively promote ethical and honest behavior within the Company.

- Assure responsible use of and control of all assets, resources and information of the Company.
- Promptly report (anonymously, if preferred) to the Audit Committee of the Board of Directors or through the Confidential Hotline, as described below, any suspected violation of this Code, the Company's Corporate Code of Ethics or applicable laws, rules or regulations or any other matters that could compromise the integrity of the Company's financial statements.
- Not coerce, manipulate, mislead or unduly influence any authorized audit or interfere with any auditor engaged in the performance of an internal or independent audit of the Company's system of internal controls, financial statements or accounting books and records.

Senior Financial Officers may report any information confidentially by calling our ethics hotline at 1-866-ETHICSP (1-866-384-4277) or through the hotline website at www.ethicspoint.com. The ethics hotline is maintained by a third party service to ensure confidentiality and proper handling of any reported violations and is available 24 hours a day, 7 days a week. Such report may be made anonymously through the hotline. However, it is helpful to provide information that can be promptly investigated by appropriate officers of the Company and where appropriate, the Audit Committee of the Board of Directors or other members of the Board of Directors as appropriate.

Each Senior Financial Officer is expected to adhere to both the Company's Corporate Code of Ethics and this Code at all times. The Board of Directors shall have the sole and absolute authority to approve any deviation or waiver from this Code. Any waiver of this Code and the reasons for such waiver for a Senior Financial Officer shall be promptly disclosed as required by SEC and NASDAQ rules. Additionally, any material amendment or waiver, with respect to any Senior Financial Officer, to this Code shall be promptly disclosed to the Company's shareholders through a posting on the Company's website.

Violations of this Code are a serious matter and will be the basis for disciplinary action, including reprimand, loss of compensation, seniority or promotional opportunities, demotion or dismissal. Suspected and reported violations will be investigated and any violation will be dealt with fairly.