

# WINTRUST FINANCIAL CORPORATION

## **Nominating and Corporate Governance Committee of the Board of Directors**

### **COMMITTEE CHARTER**

*(approved by the Board on January 24, 2008)*

#### **Composition:**

The Nominating and Corporate Governance Committee (the “Committee”) shall be comprised of not less than three members of the Board as may be appointed to the Committee from time to time by a majority of the Board of Directors (the “Board”), each of whom shall be “independent” as determined by the Board consistent with the listing standards of the Nasdaq Stock Market and SEC rules (including the Sarbanes Oxley Act of 2002). The Chairman of the Committee shall be designated by the Board out of those members appointed to the Committee. The Chairman, or in his absence such other member as the Committee may select, shall preside at Committee meetings.

#### **Committee Role and Scope of Authority:**

The Committee is responsible for identifying, evaluating and recommending to the Board candidates to be appointed or nominated for election as directors of the Company and for overseeing the corporate governance policies of the Company. The duties of the Committee shall include (in addition to any other specific authority delegated to the Committee by resolution of the Board) the following:

- (1) determine criteria for the selection and qualification of the members of the Board;
- (2) review information provided by directors in response to the Company’s annual D&O Questionnaire regarding directors’ relationships with the Company and other relevant information in order to evaluate, at least annually, the “independence” of each member of the Board, and make recommendations to the Board with respect to determination of each member’s “independence” consistent with the listing requirements of the Nasdaq Stock Market;
- (3) establish procedures for the regular ongoing reporting by board members of any developments that may be deemed to affect their independence status;
- (4) evaluate, and recommend for nomination by the Board, candidates to be proposed for election by the shareholders at

each annual meeting;

- (5) seek out possible candidates and otherwise aid in attracting highly qualified candidates to serve on the Board, coordinating with the CEO to the extent the Committee deems appropriate;
- (6) recommend for Board approval persons to fill vacancies on the Board which occur between annual meetings;
- (7) recommend for Board approval a policy regarding Committee consideration of director candidates recommended by shareholders and establish procedures for shareholders to submit such recommendations;
- (8) review from time to time, monitor emerging best practices and make appropriate recommendations for Board approval, with respect to the Company's Corporate Governance Guidelines and other corporate governance policies or guidelines, including, among other things:
  - (a) the structure of various committees of the Board, the composition and individual members of such committees and the functions of the Board and the committees thereof;
  - (b) Board and Board committee meeting schedules and agendas and director responsibilities regarding meeting attendance and preparation;
  - (c) Board member attendance at annual shareholder meetings and processes for security holders to communicate with Board members;
  - (d) Director access to management and, as necessary and appropriate, independent advisors;
  - (e) Board tenure and retirement policies;
  - (f) Board and Committee self-assessments;
  - (g) director orientation and continuing education; and
  - (h) such other matters deemed advisable to improve the overall effectiveness of the Board;
- (9) conduct, at least annually, a performance assessment of the Board and report its findings to the Board, and at least

annually conduct a self-evaluation of the Committee;

- (10) study, and review with management at least annually, the overall effectiveness of the organization of the Board and the conduct of its business, and make appropriate recommendations to the Board with regard thereto;
- (11) review at least annually the Corporate Code of Ethics and make any recommendations considered appropriate relating to the Code to the Board and consider waivers, if any, as necessary for directors and officers; and
- (12) review and approve annually the required proxy statement disclosures regarding the board nomination processes.

In carrying out its duties and responsibilities, the Committee is authorized to engage, at the Company's expenses such independent consultants, advisers and third-party search firms as the Committee deems necessary and advisable.

**Manner of Acting;**

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. Actions may be taken by written consent in lieu of a meeting of the Committee.

**Reports:**

The Chairman of the Committee (or in his 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 action 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.