

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

General Philosophy

Wintrust Financial Corporation's (the "Company") chief executive officer, the chief financial officer, the principal accounting officer, the internal auditor and other senior financial officers performing accounting, auditing, financial management or similar functions (collectively "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 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 Code of Ethics.

Senior Financial Officers Code of Ethics

Each Senior Financial Officers of the Company is expected to:

- Act with honesty and integrity, 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 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's environment.

- Assurance responsible use of and control of all assets, resources and information of the Company.
- Promptly report (anonymously, if you wish) to the Audit Committee of the Board of Directors any violation of this Code or any other matters that would compromise the integrity of the Company's financial statements.
- Not coerce, manipulation, 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.

Each Senior Financial Officer is expected to adhere to both the Company's 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 and the grounds for such waiver for a Senior Financial Officer shall be promptly disclosed through a filing with the Securities and Exchange Commission on Form 8-K. Additionally, any change of this Code shall be promptly disclosed to stockholders.