

TRISTATE CAPITAL HOLDINGS, INC.

Audit Committee of the Board of Directors

Charter

The following shall constitute the Audit Committee Charter (the “*Charter*”) of the Board of Directors of TriState Capital Holdings, Inc. (“*TriState Holdings*”).

I. ORGANIZATION

There shall be constituted a standing committee of the Board of Directors (the “*Board*”) of TriState Holdings to be known as the Audit Committee (the “*Committee*”).

II. COMPOSITION AND SELECTION

The Committee shall be comprised of three or more independent directors currently serving on TriState Holdings’ Board. For purposes of this Charter, an “independent director” shall be a director who is not employed by TriState Holdings or any affiliate of TriState Holdings and has not participated in the preparation of financial statements of TriState Holdings or any affiliate of TriState Holdings during the most recent three fiscal years, and is determined by the Board to be qualified to serve on the Committee pursuant to all applicable (a) legal and regulatory requirements, and (b) requirements and guidelines of financial institution regulatory agencies (each a “*Bank Regulatory Agency*”), the Securities and Exchange Commission (the “*SEC*”), and the National Association of Securities Dealers Automated Quotation System (the “*NASDAQ*”), (collectively “*Applicable Requirements*”).

Members of the Committee shall be appointed by the Board of TriState Holdings on the recommendation of the Nominating and Corporate Governance Committee, and may be removed or replaced at any time by the determination of such Board. Members of the Committee shall serve for a term of one year or until their successors are duly elected and qualified. If a director serving on the Committee ceases to be a director of TriState Holdings, such individual shall immediately cease to serve on the Committee.

Unless a Chairman (the “*Chair*”) of the Committee shall be elected by the Board, the Committee shall designate a Chair by majority vote of the Committee. The Chair shall be responsible for leadership of the Committee, including presiding over meetings and making regular reports to the Board. The Chair will also maintain regular communication with the Chief Executive Officer, the Chief Financial Officer and the lead independent audit partner. The Chair, as appropriate, shall receive and review any communications from any shareholder or other interested party who has a concern, inquiry or complaint, or would otherwise like to communicate regarding TriState Holdings’ accounting, internal accounting controls or auditing matters. The status of certain concerns and complaints, as determined by the Chair, will be reported to the Committee on a quarterly basis, or more frequently as determined by the Committee.

The duties and responsibilities of Committee members contained in this Charter shall be in addition to those duties otherwise required for members of the Board of TriState Holdings.

Each member of the Committee shall meet the independence requirements under the Applicable Requirements and also qualify as: (i) “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended; (ii) “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (“**Section 162(m)**”); and (iii) upon issuance of the applicable rules, “independent” under the applicable NASDAQ listing standards to be adopted in accordance with rules to be promulgated by the SEC as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. In addition, each member of the Committee shall meet the experience requirements under the provisions of the Applicable Requirements and be financially literate, as such qualification is interpreted by TriState Holdings’ Board in its business judgment. At least one member of the Committee shall be an “Audit Committee Financial Expert” as defined by applicable SEC rules.

III. PURPOSE/POLICY STATEMENT

The primary function of the Audit Committee is to assist the Board in fulfilling its fiduciary responsibilities with respect to matters involving accounting, auditing, financial reporting, internal controls and certain legal compliance functions of TriState Holdings and its subsidiaries, including, without limitation by overseeing TriState Holdings’ financial reporting and public disclosure activities. The Committee’s primary duties and responsibilities are (a) to facilitate Board oversight of (1) the integrity of TriState Holdings’ financial statements, (2) TriState Holdings’ compliance with legal and regulatory requirements concerning financial reporting and disclosure, (3) the independent auditor’s qualifications and independence, (4) the financial and accounting risks inherent in the business of TriState Holdings and the control processes with respect to such risks, (5) fiduciary activities of TriState Holdings, if any, and (6) performance of TriState Holdings’ “internal audit” function and the independent auditor with respect to review, examination and audit matters related to items (1) through (5) of this sentence, and (b) preparing the report required to be prepared by the Committee pursuant to the rules of the SEC for inclusion in TriState Holdings’ annual proxy statement. The Committee was established in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to shareholder ratification). The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any independent auditor employed by TriState Holdings (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing any audit report for inclusion in TriState Holdings’ Annual Report on Form 10-K, or related work, and each such independent auditor shall report directly to the Committee.

The Committee shall pre-approve all audits, the independent auditors’ annual engagement letter, including the proposed fees and terms contained therein, and as provided in

the Exchange Act, SEC rules and regulations promulgated thereunder and other Applicable Requirements, all permitted non-audit engagements and relationships between TriState Holdings and such independent auditors (which approval should be made after receiving input from TriState Holdings' management, if desired). Committee approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation to TriState Holdings' management of the Committee's responsibilities to consider and approve each service under the Exchange Act and other Applicable Requirements. Committee pre-approval of non-audit services (other than review and attestation services) also will not be required if such services fall within available exceptions established by the SEC.

The Committee shall have the authority to retain, to the extent it deems necessary or appropriate, without prior permission from the Board or management, special legal, accounting or other consultants to advise the Committee. TriState Holdings shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any advisors employed by the Committee and for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall ensure that all executive sessions are appropriately documented and will make regular reports to the Board.

The Committee shall:

A. Quarterly and Annual Financial Statement, Audit and Disclosure Matters

1. Review and discuss with the independent auditors their annual audit plan prior to the audit, including the timing, scope, planning and staffing of their audit activities and the adequacy of their resources in light of the scope of their work, and monitor such plan's progress and results during the year.

2. Review and discuss with management and the independent auditor, and approve for filing, the 10-Q and 10-K reports to the SEC on quarterly and year-end financial results, respectively.

3. Review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including the notes thereto, including TriState Holdings' specific disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in documents filed with the SEC, and any significant issues related thereto. Receive and review, if necessary, a report from the controller as to any unusual deviations from prior practice that were included in the preparation of the annual or quarterly financial results.

4. Review with management and the independent auditor: (1) major issues regarding accounting principles and financial statement presentation, including any

significant changes in TriState Holdings' selection or application of accounting principles; (2) any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative Generally Accepted Accounting Principles and methods on TriState Holdings' financial statements; (3) major issues as to the adequacy of TriState Holdings' internal controls and any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; (4) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of TriState Holdings; (5) compliance with requirements of applicable Bank Regulatory Agencies and other Applicable Requirements; and (6) any particularly sensitive accounting estimates, reserves and accruals, judgmental areas, and audit adjustments (whether or not recorded).

5. Review and discuss with management and the independent auditor TriState Holdings' internal controls report.

6. Review and discuss reports from the independent auditor on:

- a) All critical accounting policies and practices to be used;
- b) Significant and unusual transactions;
- c) TriState Holdings' methodology used in establishing the Allowance for Loan and Lease Losses ("**ALLL**");
- d) All alternative treatments with Generally Accepted Accounting Principles for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
- e) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences; and
- f) Any material financial arrangements of TriState Holdings that do not appear on the financial statements of TriState Holdings.

7. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 "Communications with Audit Committees", as amended by Statement on Auditing Standards No. 114 (as such statements may be further modified or supplemented from time to time), and any other matters required to be communicated to the Committee by the independent auditors under auditing standards established from time to time by the PCAOB or SEC rules and regulations, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

B. Oversight of TriState Holdings' Relationship with the Independent Auditor

8. Review and evaluate the performance of the independent auditor and the lead partner of the independent auditor.

9. At least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or PCAOB inspection of the firm, or by any inquiry or investigation by any governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and all relationships between the independent auditor and TriState Holdings. Evaluate the qualifications, performance and independence of the independent auditor, taking into account the opinions of management. The Committee shall present its conclusions with respect to the independent auditor to the Board.

10. Ensure the regular rotation of the lead independent audit partner as required by the Exchange Act and the rules and regulations promulgated by the SEC thereunder.

11. Monitor compliance with Committee approved policies regarding the hiring of employees or former employees of the independent auditors.

12. Review with the independent auditor any audit problems or difficulties and management's response. Discuss with the independent auditor material issues on which the independent auditor was consulted by TriState Holdings' audit team, including any accounting adjustments that were noted or proposed by the independent auditors but were rejected by management (as immaterial or otherwise); and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to TriState Holdings.

13. Resolve all disagreements between TriState Holdings independent auditors and management regarding financial reporting.

14. The Committee shall discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by TriState Holdings' audit team and on matters of audit quality and consistency.

15. The Committee shall pre-approve all non audit services (including the fees and terms thereof) to be performed for TriState Holdings by the independent auditor according to established procedures.

16. Recommend to the Board whether the audited financial statements should be included in TriState Holdings' Form 10-K.

C. Oversight of TriState Holdings' Financial Reporting Process, Internal Audit Function and Internal Controls

17. The Committee shall have the sole authority to appoint or replace any independent third party firm engaged to review or examine TriState Holdings' financial matters and controls, or other "internal audit" functions related to financial matters or controls that are the responsibilities of this Committee. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of such third party firm (including resolution of disagreements between management and the auditor regarding financial reporting) engaged to review or examine TriState Holdings' financial matters and controls that report to this Committee, and each such independent third party firm shall report directly to the Committee.

18. Discuss and document contingency planning options on an annual basis with respect to the engagement of independent third party firms to perform reviews or examinations of TriState Capital's financial matters and controls, set expectations of the planning process and require such third party firms to timely and accurately report with industry guidelines and associated banking regulations.

19. Review the significant recommendations made to management by any third party firm engaged to provide a review or examination of financial matters and controls and management's responses.

20. Discuss with management the third party firm engaged to review or examine financial matters or controls of TriState Holdings, any recommended changes in the planned scope of the "internal audit" of financial matters or controls. The Committee will use an Audit Matrix to define areas of risk, determine frequency of reviews or examinations, and approve the scope on an annual basis, in addition to approving any changes in the schedule or strategy during the year.

21. Review the adequacy, quality and effectiveness of TriState Holdings' accounting and internal control policies and procedures on a regular basis, through inquiry and periodic meetings with TriState Holdings' independent auditors and management.

22. Review the yearly report prepared by management, and attested to by TriState Holdings' independent auditors, assessing the effectiveness of TriState Holdings' internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in TriState Holdings' Annual Report on Form 10-K.

23. Review with management the progress and results of all internal audit projects, and, when deemed necessary or appropriate by the Committee, assign additional internal audit projects to an employee of TriState Holdings.

24. Review with management TriState Holdings' administrative, operational and accounting internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies.

25. Receive periodic reports from TriState Holdings' independent auditors and management to assess the impact on TriState Holdings of significant accounting or financial reporting developments that may have a bearing on TriState Holdings.

26. Establish and maintain free and open means of communication between and among the Committee, TriState Holdings' independent auditors and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis.

27. Review the type and presentation of information to be included in TriState Holdings' earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with Generally Accepted Accounting Principles), as well as financial information and earnings guidance provided by TriState Holdings to analysts and rating agencies (which review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which TriState Holdings may provide earnings guidance).

28. Determine that appropriate actions have been taken to resolve matters reported to the Committee that in the Committee's judgment could materially jeopardize TriState Holdings' financial condition, results of operations and accuracy of TriState Holdings' financial statements, such as unacceptable control conditions, deviations from policy, high uninsured risks, non-compliance with federal and state laws and legal actions.

29. Appoint a member of TriState Holdings' management to serve as the Committee's Audit Liaison (the "***Audit Liaison***"). The Audit Liaison shall be independent from TriState Holdings' finance and accounting operations. The Audit Liaison shall perform such tasks as are assigned by the Committee, and shall assist the Committee in the Committee's communications with management, the independent auditor, and any third party engaged to review or examine TriState Capital's financial matters and controls, or other "internal audit" functions related to financial matters or controls. The Committee shall assist in the annual performance evaluation of the Audit Liaison.

30. The Audit Liaison will work with the Committee in evaluation of the internal audit function. Each third party firm engaged to review or examine TriState Holdings' financial matters or controls shall include the Audit Liaison in the findings.

31. The Committee will work with the Audit Liaison and the chair of the Board's Risk Committee in the development of the "internal audit" program along with scheduling.

D. Compliance Oversight Responsibilities

32. Ensure appropriate procedures are established and maintained:

- To permit the Committee to monitor the receipt, retention, and treatment of complaints received by TriState Holdings regarding accounting, internal accounting controls, or auditing matters; and
- To permit confidential anonymous submission, as and to the extent required by the Applicable Requirements, by employees of TriState Holdings of concerns regarding questionable accounting or auditing matters to the Chair. Such concerns should be emailed to the Chair.

33. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies, any employee complaints and any published reports which raise material issues regarding TriState Holdings' financial statements or accounting policies.

34. Review with management and the independent auditor the basis for their reports issued under 12 CFR section 363.2(b).

35. Discuss with TriState Holdings' outside legal counsel legal matters that may have a material impact on the financial statements or TriState Holdings' compliance policies and internal controls under the approval of this Committee.

E. Enterprise Risk Management Oversight Responsibilities

36. Review significant financial exposures and the steps management has taken to monitor, control and report such exposures.

37. Discuss with the Risk Committee, management, the independent auditor and outside counsel, as appropriate, TriState Holdings' major financial risk exposures and the steps management has taken to monitor and control such exposures, including TriState Holdings' liquidity policies and procedures, risk assessments and related risk management procedures.

F. Other Responsibilities

38. Review management's determination of the consolidated allowance for loan and lease loss reserves.

39. On an annual basis review the structure of internal audit and evaluation of the program.

40. On an annual basis evaluate auditing contingency planning.

41. On an annual basis review this Charter and recommend any necessary or appropriate changes to the Board's Nominating and Corporate Governance Committee.

42. Meet periodically with the General Counsel, and outside counsel when appropriate, to review legal and regulatory matters, including (a) any matters that may have a material impact on the financial statements of TriState Holdings and (b) any matters involving potential or ongoing material violations of the Applicable Requirements or breaches of fiduciary duty by TriState Holdings or any of its directors, officers, employees or agents or breaches of fiduciary duty to TriState Holdings.

43. Prepare the report required by the rules of the SEC to be included in TriState Holdings' annual proxy statement.

44. Review and approve in advance any services provided by TriState Holdings' independent auditors to TriState Holdings' executive officers or members of their immediate family.

45. Establish procedures for the receipt, retention and treatment of reports of evidence of a material violation made by attorneys appearing and practicing before the SEC in the representation of TriState Holdings or any of its subsidiaries, or reports made by TriState Holdings' Chief Executive Officer or General Counsel in relation thereto.

While the Committee has the responsibilities and powers set forth in this Charter, its function is one of oversight and it is not the duty or responsibility of the Committee to plan or conduct audits or to determine that TriState Holdings' financial statement and disclosures are complete and accurate and are in accordance with Generally Accepted Accounting Principles and the Applicable Requirements. These are the responsibilities of TriState Holdings management and the independent auditor.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of TriState Holdings, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards and each member of the Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside TriState Holdings from which it receives information and (b) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under the Applicable Requirements.

V. MEETINGS

1. The Committee shall meet at as circumstances dictate but in no event less than quarterly.

2. A majority of Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting.

3. The Committee shall meet periodically in separate executive sessions with management (including the chief executive officer, chief financial officer and chief accounting officer), any third party firm engaged to provide a review or examination of TriState Holdings' financial matters and controls, and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.

4. The Committee shall appoint a secretary for the Committee, who shall be responsible for maintaining minutes of Committee meetings and records of the conduct of Committee business. The secretary need not be a director or member of the Committee.

5. The Committee may request any officer or employee of TriState Holdings or TriState Holdings' outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

6. Unless otherwise directed or limited by this Charter or the Bylaws, the Committee shall establish its own procedures to govern the conduct of Committee business.

7. The Committee shall make regular reports to the Board. In connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of TriState Holdings' financial statements, TriState Holdings' compliance with the Applicable Requirements, the performance and independence of TriState Holdings' independent auditors, or the performance of the internal audit function.

VI. INTERACTION WITH RISK COMMITTEE

The Board expressly recognizes that certain activities of the Committee may relate to and affect actions of the Board's Risk Committee. Accordingly, the Committee shall adhere to the following additional procedures:

1. The Chair shall discuss with the chair of the Risk Committee matters related to the business of the committees from time to time as either committee chair or committee shall determine to be necessary or appropriate.

2. In the event that the chair of the Risk Committee shall not be a sitting member of the Committee, the Committee shall invite the chair of the Risk Committee to meetings of the Committee as a non-voting attendee. However, the Committee may, in its discretion, exclude the chair of the Risk Committee from any executive session of the Committee in which Committee members meet privately, without management or other third parties, to conduct Committee business.

3. In the event that the chair of the Risk Committee shall not be a sitting member of the Committee, the secretary of the Committee shall provide to the chair of the Risk Committee a courtesy copy of any materials distributed to the members of the Committee.

VII. CONSISTENCY WITH ARTICLES OF INCORPORATION

In the event of any inconsistency between this Charter and the Articles of Incorporation or the Bylaws of TriState Holdings (as they may be amended or amended and restated from time to time), the provisions of the Articles of Incorporation and Bylaws shall control.

VIII. PERFORMANCE EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. This evaluation will be conducted at the same time as the overall performance evaluations of the board and other standing committees of the board is conducted, and will utilize a common process approved by the Nominating and Corporate Governance Committee of the Board. Committee members will be provided summary results of the evaluation.

IX. COMPENSATION

The members of the Committee shall receive compensation for service on the Committee as determined by the Board.

X. REVIEW AND AMENDMENT

This Charter may be amended or altered by the affirmative vote of a majority vote of the members of the Board in the manner fixed in the Bylaws.