

TRISTATE CAPITAL HOLDINGS, INC.

**CODE OF BUSINESS CONDUCT AND ETHICS
FOR BOARD OF DIRECTORS**

The Board of Directors (the "**Board**") of TriState Capital Holdings, Inc. ("**TriState Holdings**") has adopted the following Code of Business Conduct and Ethics (the "**Code of Ethics**") for members of the Board of Directors of TriState Holdings (the "**Directors**"). The term "TriState Holdings" as used in this document is intended to refer to TriState Capital Holdings, Inc., and all of its affiliates and subsidiaries.

This Code of Ethics cannot and is not intended to cover every applicable law or situation that may arise. Directors are encouraged to bring questions about particular circumstances that may involve provisions of this Code of Ethics to the attention of the Chair of the Nominating and Corporate Governance Committee (the "**Governance Committee**"), who may consult with TriState Holdings' legal department or outside legal counsel as appropriate.

Directors who serve as officers of TriState Holdings must also comply with TriState Holdings' Code of Business Conduct and Ethics for Officers and Employees.

I. CODE OF ETHICS & LEGAL COMPLIANCE

To assist TriState Holdings' efforts in complying with the law and to promote high ethical standards, we have designated TriState Holdings' Chief Executive Officer ("**CEO**"), the Vice Chairman and the Vice Chairman/Chief Financial Officer as the Executive Management team ("**Executive Management**") to ensure that TriState Holdings has the necessary policies and procedures in place; to train Directors in their ethical and legal responsibilities; to monitor compliance with the Code of Ethics; and to address questions raised by Directors. In coordination with the Board, Executive Management will respond appropriately to violations of the Code of Ethics and will provide oversight of the Code of Ethics.

II. CONFLICT OF INTEREST

A "conflict of interest" occurs when a Director's private interest interferes with his or her duties and responsibilities to TriState Holdings; is incompatible or inconsistent with his or her obligation to exercise his or her best judgment in pursuit of the interests of TriState Holdings; results in an improper personal benefit due to his or her position with TriState Holdings; or appears to create such interference, inconsistency or improper personal benefit. Each Director should avoid any conflicts of interest between the Director and TriState Holdings. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with TriState Holdings, should be disclosed promptly to a member of Executive Management. When it is impossible to avoid a conflict of interest from arising, a Director should take appropriate measures to mitigate the conflict, such as recusing himself or herself from discussions and decisions concerning loans to borrowers in which the Director owns an equity interest.

III. CONFIDENTIALITY

Nonpublic information regarding TriState Holdings or its businesses, employees, customers and suppliers is confidential. As a Director of TriState Holdings, you are trusted with confidential information and must maintain the confidentiality of such information, except when disclosure is specifically authorized by a member of Executive Management or required by laws, regulations or legal proceedings. Directors are only to use such confidential information for the business purpose intended. Directors should not share confidential information with anyone outside of TriState Holdings, including family members and friends, or with employees who do not need the information to carry out their duties.

The following is a non-exclusive list of confidential information:

1. Trade secrets, which include any business or technical information, such as any formula, program, method, technique, compilation or information that is valuable because it is not generally known;
2. All rights to any invention or process developed by an employee using TriState Holdings' facilities or trade secret information, resulting from any work for TriState Holdings, or relating to TriState Holdings' business, is considered to be "work-for-hire" under the United States copyright laws and shall belong to TriState Holdings; and
3. Propriety information such as business plan, financial performance and services, customer lists and customers' confidential information.

IV. DISCLOSURE REQUIREMENTS

Directors may be required to provide information to assure that TriState Holdings' public reports are complete, fair and understandable. Directors are expected to provide accurate answers to inquiries related to public disclosure requirements. No Director shall knowingly misrepresent or cause others to misrepresent material facts about TriState Holdings to others, including TriState Holdings' independent or internal auditors, government regulators and self-regulatory organizations, or conceal a material mistake in TriState Holdings' financial reporting. Any Director who discovers a material mistake or misrepresentation must disclose such mistake or misrepresentation to the Chairman of the Audit Committee, Chairman of the Board or the Board.

V. CORPORATE OPPORTUNITIES

Directors may not engage in any conduct or activities that are inconsistent with TriState Holdings' best interests or that disrupt or impair TriState Holdings' relationship with any person or entity with which TriState Holdings has or proposes to enter into a business or contractual relationship. Directors owe a duty to TriState Holdings to advance TriState Holdings' legitimate interests when the opportunity to do so arises.

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Directors and their family members may not accept a gift from persons or entities who deal with TriState Holdings in those cases where the gift:

- Would be illegal or result in a violation of law.
- Is part of an agreement to do anything in return for the gift.
- Has a value beyond what is a normal and customary courtesy in TriState Holdings' business.
- Is being made to influence the Director's actions as a member of the Board.

VI. INSIDER TRADING

It is inappropriate to buy, sell, trade or otherwise participate in transactions involving TriState Holdings' common stock or other securities while in possession of material information concerning TriState Holdings that has not been disclosed to the counterparty in the transaction.

Information should be presumed to be "material" if it relates to any of the following:

- Significant changes in operations;
- Financial performance or revisions to reported financial performance;
- Significant changes in business plans, products or management;
- New debt or equity offerings;
- Significant borrowing or liquidity problems;
- Significant litigation, administrative actions or investigations (whether actual or threatened); or
- Significant mergers or acquisitions or asset purchases or sales (whether actual or proposed).

Any questions concerning the propriety of participating in a transaction involving the stock of TriState Holdings or the stock of another company or any other security transaction should be directed to a member of Executive Management. Transactions in TriState Holdings' securities are governed by TriState Holdings' Policy on Insider Trading and all Directors should review and be familiar with that policy.

VII. PROTECTION AND PROPER USE OF TRISTATE HOLDINGS' PROPERTY

All Directors should protect TriState Holdings' property and assets and ensure their efficient and proper use. All TriState Holdings' assets should be used for legitimate business purposes.

VIII. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

This Code of Ethics is based on TriState Holdings' policy that all Directors comply with the law. All Directors of TriState Holdings are expected to understand, respect and comply with all of the laws, regulations, policies and procedures that apply to them in their position with TriState Holdings. Directors shall comply, and oversee compliance by employees, officers and

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other Directors of TriState Holdings with all applicable (a) legal and regulatory requirements, including statutes, rules, administrative interpretations, regulations and ordinances binding upon TriState Holdings and/or its Directors, officers and other employees, (b) requirements and guidelines of financial institution regulatory agencies (each a **“Bank Regulatory Agency”**), the Securities and Exchange Commission (the **“SEC”**), the National Association of Securities Dealers Automated Quotation System (the **“NASDAQ”**), and each other governmental agency, board, commission, instrumentality and other governmental body or office having jurisdiction over TriState Holdings and/or its Directors, officers and other employees, and (c) judicial and administrative judgments, injunctions and other orders binding upon or relating to TriState Holdings and/ or its Directors, officers and other employees (collectively **“Applicable Requirements”**).

IX. COMPLIANCE PROCEDURES

Directors should communicate any suspected violations of this Code of Ethics promptly to a member of Executive Management. Violations will be investigated by the Board or by a person or persons designated by the Board, and appropriate action will be taken in the event of any violations of this Code of Ethics.

X. NON-RETALIATION

TriState Holdings prohibits retaliation of any kind against individuals who have made good faith reports or complaints of violations of this Code of Ethics or other known or suspected illegal or unethical conduct.

XI. RELATED PARTY TRANSACTIONS

Directors shall comply with TriState Holdings’ Related Party Transaction Policy (the **“Policy”**). Directors shall inform the Chair of the Governance Committee and the CEO of any transaction, arrangement or relationship known to them and required to be approved by the Governance Committee under the Policy in which: (a) the aggregate amount involved will or may be expected to exceed \$120,000, (b) TriState Holdings and/or one or more of its subsidiaries participated in any way, and (c) the Director and/or his immediate family members has, or will have, a direct or indirect interest.

Questions concerning the application of any of these guidelines should be discussed with the Chair of the Governance Committee and the General Counsel or Chief Compliance Officer.

XII. FAIR DEALING

TriState Holdings depends on its reputation for quality, service and integrity. The way TriState Holdings deals with its customers, competitors, suppliers and others establishes TriState Holdings’ reputation, builds long term trust and ultimately determines TriState Holdings’ success. Directors should always endeavor to deal fairly with TriState Holdings’ customers, suppliers, competitors and employees. Directors should not take unfair advantage of others

through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

XIII. ADMINISTRATION

Once each year, or upon any revision of this Code of Ethics, every Director must execute an Acknowledgement and Certification in the form attached, stating that Director's understanding of the Code of Ethics' requirements and agreement to comply. New Directors will sign the written Acknowledgement and Certification at the time service begins.

XIV. AMENDMENT, MODIFICATION AND WAIVER

This Code of Ethics will be reviewed annually by the Nominating and Corporate Governance Committee of the Board, and at their recommendation, this Code of Ethics may be amended or modified by the Board of TriState Holdings.

Generally, there should be no waivers to this Code of Ethics; however, in rare circumstances conflicts may arise that necessitate waivers. Waivers will be determined on a case-by-case basis by the Board with the advice of TriState Holdings' General Counsel, if considered necessary.

ACKNOWLEDGEMENT AND CERTIFICATION

This will acknowledge receipt of the Code of Business Conduct and Ethics for Board of Directors of TriState Capital Holdings, Inc. By signing below, I represent that I have read the Code of Ethics, that I understand its requirements, that I am in full compliance therewith (or that any matters that might be in conflict therewith have been duly reported to and approved by TriState Holdings), and that I agree to comply with the requirements of the Code of Ethics.

Date: _____

Signature: _____

Printed Name: _____