

TRISTATE CAPITAL HOLDINGS, INC.

CODE OF BUSINESS CONDUCT AND ETHICS FOR OFFICERS AND EMPLOYEES

I. ETHICAL & LEGAL RESPONSIBILITIES

TriState Capital Holdings, Inc. ("*TriState Holdings*") intends to maintain a reputation for integrity in all actions, and demands personal effort from all officers and employees. 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.

To facilitate understanding and promote uniformity, TriState Holdings is reaffirming its basic policies with respect to overall ethical and legal behavior in the form of a Code of Business Conduct and Ethics for Officers and Employees (hereafter, "*Code of Ethics*"). This Code of Ethics is designed to maintain a proper climate for ethical considerations within TriState Holdings, and to provide a concise framework of practical guidance for all officers and employees.

High ethical standards depend ultimately on a climate that encourages them. To assure involvement and acceptance, you are expected to read the Code of Ethics and to sign, date and return to TriState Holdings must execute an Acknowledgement and Certification in the form attached indicating compliance with the Code of Ethics.

An abiding spirit of high ethical standards never can be supplied by a piece of paper. TriState Holdings takes pride in the ethical spirit of its officers and employees and continues to rely upon each of you and your actions to make TriState Holdings synonymous with integrity and excellence.

TriState Holdings is committed to conducting business in a legal and ethically appropriate manner. All officers and employees of TriState Holdings are expected to meet high legal and ethical standards and to comply with all applicable laws, rules and regulations. This mandate applies to every officer and employee of TriState Holdings and, when applicable, to their family members and acquaintances.

TriState Holdings will comply with all federal, state and local laws and regulations that apply to our business. TriState Holdings will only pursue business opportunities that are legal and are consistent with the standards set forth in this Code of Ethics.

It is the policy of TriState Holdings to prevent the occurrence of unethical or unlawful conduct. TriState Holdings will halt any unethical or unlawful conduct as soon as reasonably possible after its discovery, and discipline those who knowingly engage in such conduct, including individuals who fail to exercise proper supervision or fail to reasonably detect a violation by their subordinates.

Violations of laws, rules or regulations can have severe consequences for both the individuals involved and TriState Holdings. Individuals may be subject to prosecution, possibly

resulting in imprisonment and/or fines. TriState Holdings may also be held accountable for the improper conduct of its officers and employees through fines. As such, violations of laws, regulations, or TriState Holdings' policies and rules will subject officers and employees to disciplinary action up to and including termination of employment. Individuals who engage in misconduct may be required to reimburse TriState Holdings, the government, or other persons or entities for any losses or damages that result from their misconduct.

Each TriState Holdings officer and employee is expected to know the basic laws and regulations that affect his or her job. If you are unsure about the legality of an action or proposed action, contact your supervisor or a member of the Executive Management Team (defined in Section II below). If someone tells you to do something that you believe is wrong, or if you see someone else doing something that you believe is wrong, you have an obligation to speak up.

II. CODE OF ETHICAL AND 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 and President ("**CEO**"), the Vice Chairman and the Vice Chairman/Chief Financial Officer as the Executive Management Team ("**Executive Management Team**") to ensure that TriState Holdings has the necessary policies and procedures in place; to train officers and employees in their ethical and legal responsibilities; to monitor compliance with the Code of Ethics; to address questions raised by officers and employees; to respond appropriately to violations of the Code of Ethics; and to oversee our Code of Ethics compliance efforts.

The Executive Management Team will also update the Code of Ethics from time to time; maintain all relevant reports; provide objective and impartial judgments on matters referred to in this Code of Ethics; and interpret the Code of Ethics, investigate alleged violations and make final recommendations and determinations regarding purported violations of the Code of Ethics.

III. DISCLOSURE REQUIREMENTS

As an officer or employee of TriState Holdings it is your obligation, when required, to ensure full, fair, accurate, timely and understandable disclosures in reports and documents that TriState Holdings files or submits or any other public communications made by TriState Holdings.

IV. EMPLOYEE RESPONSIBILITIES

A. Ethical Conduct Is Every Employee's Responsibility

1. Overview

TriState Holdings' Code of Ethics sets forth the guiding principles by which we operate our company and conduct our daily business with our shareholders, customers, vendors, each other, competitors, government and self-

regulatory agencies, the media, and anyone else with whom we have contact. We recognize that the honesty, integrity and sound judgment of our officers and employees is essential to our reputation and success.

These principles apply to all of the officers and employees of TriState Holdings.

This Code of Ethics:

- a. Requires the highest standards for honest and ethical conduct, including proper and ethical procedures for dealing with actual or apparent conflicts of interest between personal and professional relationships.
- b. Requires full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by TriState Holdings with governmental and regulatory agencies.
- c. Requires compliance with applicable laws, rules and regulations.
- d. Addresses potential or apparent conflicts of interest and provides guidance for officers and employees to communicate those conflicts to TriState Holdings.
- e. Addresses misuse or misapplication of TriState Holdings property and corporate opportunities.
- f. Requires the highest level of confidentiality and fair dealing within and outside TriState Holdings environment.
- g. Requires reporting of any illegal behavior.

B. Conflicts of Interest

A “conflict of interest” occurs when your private interest interferes or appears to interfere in any way with the interests of TriState Holdings. You are expected to avoid all situations that might lead to a real or apparent material conflict between your self-interest and your duties and responsibilities as an officer or employee of TriState Holdings. Any position or interest, financial or otherwise, which could materially conflict with your performance as an officer or employee of TriState Holdings, or which affects or could reasonably be expected to affect your independence or judgment concerning transactions between TriState Holdings, its customers, suppliers or competitors or otherwise reflects negatively on TriState Holdings would be considered a conflict of interest.

You shall not represent TriState Holdings in any transaction with respect to which you have any material connection or substantial financial interest. Without limiting the scope of the term, a material connection includes the involvement of any family member.

“Family member” includes spouse, son, daughter, parent, sister, brother, grandparent, grandchild, aunt, uncle, niece, nephew, cousin, father-in-law, mother-in-law, sister-in-law, brother-in-law or any other members of a household who are not otherwise included in this list of relatives. The transactions covered by this rule include, but are not limited to, approval of Bank overdrafts, authorizing or accepting checks on uncollected funds, waiving Bank charges or other nominal fees, making loans, waiving financial statements or similar activities.

As an officer or employee of TriState Holdings, if you are requested to serve personally as an executor, trustee, or guardian of an estate or trust of a customer, you may do so only upon approval in writing by the Executive Management Team.

As an officer or employee of TriState Holdings, it is improper for you to:

1. Invest in a customer’s business unless the investment is made by the purchase of stock that is actively traded and TriState Holdings has no access to confidential information relating to the business;
2. Subscribe to new issues of stock in a customer’s business;
3. Invest in a customer’s business or enable others to do so as a result of material inside information;
4. Receive improper personal benefits as a result of your position or relationship in TriState Holdings. Neither you nor any of your Family Members may accept any benefits from TriState Holdings that have not been duly authorized and approved pursuant to TriState Holdings’ policy and procedure, including any TriState Holdings’ loans or guarantees of your personal obligations;
5. Without prior written approval from the Executive Management Team, participate in a joint venture, partnership or other business arrangement with TriState Holdings. If you are aware of a joint venture, partnership, or other business arrangement in which one of your Family Members is a party, you should promptly advise the Executive Management Team;
6. Borrow from TriState Holdings’ clients, customers or vendors, other than credit extended by a financial institution in the ordinary course of business on customary terms. The term “borrow” does not include credit extended by merchants in connection with the purchase of goods or services or credit extended by a Family Member.

Potential conflicts of interest also can exist when a Family Member is a competitor, supplier or customer of TriState Holdings or is employed by one. Such situations are not prohibited, but they call for extra sensitivity to security, confidentiality and conflicts of interest. The very appearance of a conflict of interest can create problems, regardless of the propriety of your behavior. To remove any such doubts or suspicions, you must disclose your specific

situation to the Executive Management Team to assess the nature and extent of any concern and how it can be resolved.

Officers and employees are encouraged to use the products, credit and services offered by TriState Holdings to meet their financial needs. Extensions of credit to an officer or employee, a Family Member or any other borrower in which the officer or employee has a financial interest is permitted only when approved by an authorized employee who is not subordinate to such officer or employee borrower. Loan, deposit or other financial service transactions, including any fee waivers or reverses of overdrafts, must be referred to another authorized employee.

V. CONFIDENTIALITY

Nonpublic information regarding TriState Holdings or its businesses, employees, customers and suppliers is confidential. As an officer or employee of TriState Holdings, you are trusted with confidential information and must maintain the confidentiality of such information, except when disclosure is specifically authorized by the CEO, and/or a member of the Executive Management Team or required by laws, regulations or legal proceedings. Confidentiality agreements are commonly used when TriState Holdings needs to disclose confidential information to customers, suppliers, consultants, joint venture participants, or others. A confidentiality agreement puts the person receiving confidential information on notice that he or she must maintain the secrecy of such information. If, in doing business with persons not employed by TriState Holdings, you foresee that you may need to disclose confidential information, you should discuss with the Executive Management Team the utility of entering into a confidentiality agreement.

You are only to use such confidential information for the business purpose intended. You are not to share confidential information with anyone outside of TriState Holdings, including family members and friends, or with other employees who do not need the information to carry out their duties. You may be required to sign a specific confidentiality agreement in the course of your employment with TriState Holdings. You remain under an obligation to keep all information confidential even if your employment with TriState Holdings ends, for any reason.

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

1. Trade secrets, which include any business or technical information, such as 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 customer lists and customer's confidential information.

All public and media communication involving TriState Holdings must have prior clearance of the Executive Management Team.

VI. CORPORATE OPPORTUNITIES

Officers and employees owe a duty to TriState Holdings to advance TriState Holdings' legitimate interests when the opportunity to do so arises.

Officers and employees are prohibited from:

1. Taking for themselves personally opportunities that properly belong to TriState Holdings or are discovered through the use of corporate property, information or position;
2. Using corporate property, information or position for personal gain; and
3. Competing with TriState Holdings.

Title 18 U.S. Code, Section 215, imposes criminal penalties as follows:

(a) Whoever--

(1) corruptly gives, offers, or promises anything of value to any person, with intent to influence or reward an officer, director, employee, agent, or attorney of a financial institution in connection with any business or transaction of such institution; or

(2) as an officer, director, employee, agent, or attorney of a financial institution, corruptly solicits or demands for the benefit of any person, or corruptly accepts or agrees to accept, anything of value from any person, intending to be influenced or rewarded in connection with any business or transaction of such institution;

shall be fined not more than \$1,000,000 or three times the value of the thing given, offered, promised, solicited, demanded, accepted, or agreed to be accepted, whichever is greater, or imprisoned not more than 30 years, or both, but if the value of the thing given, offered, promised, solicited, demanded, accepted, or agreed to be accepted does not exceed \$1,000, shall be fined under this title or imprisoned not more than one year, or both.

(b) Transferred § 20.

(c) This section shall not apply to bona fide salary, wages, fees, or other compensation paid, or expenses paid or reimbursed, in the usual course of business.

(d) Federal agencies with responsibility for regulating a financial institution shall jointly establish such guidelines as are appropriate to assist an officer, director, employee, agent, or attorney of a financial institution to comply with this section. Such agencies shall make such guidelines available to the public.

There are certain situations in which you may accept a personal benefit from someone with whom you transact business such as:

1. Accepting a gift in recognition of a commonly recognized event or occasion (such as a promotion, new job, wedding, retirement or holiday) if the gift, together with all other gifts received from any one individual or company, does not exceed \$100 from any one individual in any calendar year;
2. Offering a gift in recognition of a commonly recognized event or occasion (such as a promotion, new job, wedding, retirement or holiday) if the gift, together with all other gifts given by TriState Holdings and its officers and employees, does not exceed \$100 to any one individual in any calendar year;
3. Accepting something of value if the benefit is available to the general public under the same conditions on which it is available to you;
4. Accepting meals, refreshments, travel arrangements and accommodations and entertainment of reasonable value in the course of a meeting or other occasion to conduct business or foster business relations; or
5. Paying for meals, refreshments, travel arrangements and accommodations and entertainment of reasonable value in the course of a meeting or other occasion to conduct business or foster business relations.

On a case-by-case basis, TriState Holdings may approve in writing other circumstances not identified above in which as an officer or employee, you may accept something of value in connection with TriState Holdings' business. Members of the Executive Management Team may grant approval if necessary, only after you have provided full written disclosure of all relevant facts and only if the transaction is consistent with the law.

If an officer or employee is offered or received something of value from a customer beyond what is authorized above or has a potential conflict of interest, including those in which he or she has been inadvertently placed due to either business or personal relationships with customers, suppliers, business associates or competitors of TriState Holdings, he or she must disclose that fact to a member of the Executive Management Team. TriState Holdings will keep contemporaneous written reports of such disclosures.

As officers and employees of TriState Holdings, you may not do indirectly what you are prohibited from doing directly. For example, you shall not arrange to have a family member

accept a gift from a customer that would not otherwise be allowable for you to accept. All personal benefits/gifts received must be reported in writing to the Executive Management Team.

VII. HARASSMENT

TriState Holdings believes that all officers and employees should be treated with dignity and respect. TriState Holdings strives to provide a work environment which is free from harassment. As used in this Code of Ethics, harassment includes sexual, racial, ethnic and other forms of harassment. Examples of harassment include, but are not limited to, the following:

Verbal or Written Harassment – derogatory comments regarding race, color, sex, religion, ancestry, ethnicity, physical disability, age or appearance; threats of physical harm; or the distribution of such comments by electronic mail or display in any work area of TriState Holdings.

Physical Harassment – hitting, pushing or aggressive physical contact or threats to take such physical action, or inappropriate gestures.

Sexual Harassment – unwelcome sexual conduct, both verbal and physical, including sexual advances, demands for sexual favors, or other verbal or physical conduct of a sexual nature, even if it was intended to promote an intimate relationship.

Any officer or employee who believes he or she is being harassed should consider telling the offending party that he or she objects to that conduct. If an officer or employee is not comfortable discussing the conduct with the offending party or the offending party's unwelcome conduct continues, the officer or employee should advise his or her supervisor of the offending conduct. If the officer or employee is uncomfortable discussing the offending conduct with his or her supervisor, or if the supervisor has not taken appropriate action to resolve the problem, the officer or employee should discuss the conduct with a member of the Executive Management Team.

All reports of harassment will be investigated promptly and discreetly. Please note that it is not considered harassment or a violation of this Code of Ethics, for supervisors and other members of management to enforce job performance requirements and standards of conduct in a fair and consistent manner.

VIII. EQUAL EMPLOYMENT OPPORTUNITY

TriState Holdings is committed to providing equal opportunity to all qualified individuals in its hiring and promotion practices and prohibits all unlawful discrimination against any employee or applicant for employment. TriState Holdings will endeavor to create a workforce that is a reflection of the diverse communities in which it operates.

TriState Holdings will provide equal employment opportunities in all phases of employment, including recruitment, hiring, placement, promotion, transfer, compensation,

benefits, training, educational programs and use of TriState Holdings' facilities. TriState Holdings intends to provide employees with a working environment free of discrimination, harassment, intimidation or coercion relating to race, color, religion, sex, age, disability or national origin.

IX. INSIDER TRADING

It is both unethical and illegal to buy, sell, trade or otherwise participate in transactions involving TriState Holdings' common stock or other security while in possession of material information concerning TriState Holdings that has not been released to the general public, but which when released may have an impact on the market price of TriState Holdings' common stock or other security. It is also unethical and illegal to buy, sell or trade or otherwise participate in transactions involving the common stock or other security of any other company while in possession of similar non-public material information concerning such company. All transactions in TriState Holdings' securities are governed by TriState Holdings' Policy on Insider Trading. 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 the Executive Management Team.

X. OUTSIDE BUSINESS RELATIONSHIPS

Before agreeing to act as a director, officer, consultant, or advisor for any other business organization, as an officer or employee of TriState Holdings, you must report in writing to and receive approval in writing by a member of the Executive Management Team in order to avoid any conflicts of interest and to maintain independence. Acceptance of outside employment by officers and employees of TriState Holdings, other than as director, officer, consultant, or advisor as described above must also be reported in writing to and approved in writing by the Executive Management Team.

TriState Holdings encourages civic, charitable, educational and political activities as long as they do not interfere with the performance of your duties at TriState Holdings. Officers and employees may be requested by management to list such activities from time to time as a matter of information.

Outside activities of whatever nature cannot be permitted to interfere with an officer's or employee's, attendance and job performance or with TriState Holdings' reputation as a trusted financial institution.

XI. FAIR DEALING

TriState Holdings seeks to outperform its competition fairly and honestly through superior performance and never through unethical or illegal business practices. Stealing proprietary information, possessing or utilizing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited.

Each officer and employee should undertake to deal fairly with TriState Holdings' customers, suppliers, competitors and employees. Additionally, no one should take advantage of another through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

TriState Holdings is aware that individuals in the banking industry occasionally enter into agreements with their employers regarding such matters as confidentiality and nondisclosure of information or non-solicitation of co-employees or clients. It is the policy of TriState Holdings to respect the lawful obligations that might be created by such agreements and to encourage officers and employees of TriState Holdings to honor his or her obligations under such agreements.

TriState Holdings therefore requires, as a condition of employment, that all current or prospective employees who have entered into a confidentiality, non-disclosure, non-competition, non-solicitation, or any similar type of agreement with their previous employers to inform TriState Holdings of the existence of all such agreements and provide a copy of any and all such agreements to TriState Holdings.

Upon reviewing an employee's prior agreement, TriState Holdings will discuss with the officer or employee the applicable restrictions, if any, that relate to the officer's or employee's performance of his or her duties with TriState Holdings. If applicable limitations are identified, TriState Holdings will assign to the officer or employee only those duties that are believed to be consistent with the officer's or employee's obligations to his or her prior employer.

The failure of any officer or employee to honor any restrictions or obligations in the performance of his or her duties as might be imposed by TriState Holdings under this policy will be grounds for discipline, up to and including termination of employment.

XII. PROTECTION AND PROPER USE OF TRISTATE HOLDINGS' PROPERTY

All officers and employees 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.

XIII. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

This Code of Ethics is based on TriState Holdings' policy that all officers and employees comply with the law. All officers and employees 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. Employees are responsible for talking to their manager or compliance officer to determine which laws, regulations and corporate policies apply to their position and what training is necessary to understand and comply with them.

XIV. REPORTING ILLEGAL OR UNETHICAL BEHAVIOR

Officers and employees who suspect or know of violations of this Code of Ethics or illegal or unethical business or workplace conduct by officers or employees or other agents of TriState Holdings have an obligation to contact either their supervisor, or an executive officer. If the individuals to whom such information is conveyed are not responsive, or if there is reason to believe that reporting to such individuals is inappropriate in particular cases, then the officer or employee may contact a member of the Executive Management Team. If the officer or employee is still not satisfied with the response or if there is reason to believe that reporting to specific persons is not appropriate, the officer or employee may contact the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors of TriState Holdings. If concerns or complaints require confidentiality, then this confidentiality will be protected to the extent feasible, subject to applicable law.

All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and TriState Holdings. You must cooperate in any investigation by TriState Holdings or law enforcement agencies.

XV. ACCOUNTING COMPLAINTS

TriState Holdings is committed to compliance with applicable securities laws, rules, and regulations, accounting standards and internal accounting controls. You are expected to report any complaints or concerns regarding accounting, internal accounting controls and auditing matters (“*Accounting Matters*”) promptly. Reports may be made to the General Counsel, Chief Compliance Officer or the Audit Committee Chairperson in person, by telephone or in writing. All reports will be treated confidentially to the extent reasonably possible. No one will be subject to retaliation because of a good faith report of a complaint or concern regarding Accounting Matters.

XVI. 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.

XVII. RECORD RETENTION

In the course of its business, TriState Holdings produces and receives large numbers of records. Numerous laws require the retention of certain TriState Holdings’ records for various periods of time. TriState Holdings is committed to compliance with all applicable laws and regulations relating to the preservation of records. Under no circumstances are TriState Holdings’ records to be destroyed selectively or to be maintained outside TriState Holdings’ premises or designated storage facilities, except in those instances where TriState Holdings’

records may be temporarily brought home by employees working from home in accordance with approvals from their supervisors or applicable policies about working from home or other remote locations. Any such instances also much comply with TriState Holdings' policies regarding the protection of personal client/customer information.

If you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact the General Counsel or Chief Compliance Officer. You must retain and preserve all records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised by the Legal Department as to how to proceed. You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice TriState Holdings. If you have any questions regarding whether a particular record pertains to a pending or contemplated investigation or litigation or may be responsive to a subpoena or regarding how to preserve particular types of records, you should preserve the records in question and ask the Legal Department for advice.

XVIII. RESPONDING TO INQUIRIES FROM THE PRESS AND OTHERS

TriState Holdings' employees who are not official corporate spokespersons may not speak with the press, securities analysts, other members of the financial community, shareholders or groups or organizations as a TriState Holdings representative or about TriState Holdings' business. Requests for financial or other information about TriState Holdings from the media, the press, the financial community, shareholders or the public should be referred to the Chief Risk Officer. Requests for information from regulators or the government should be referred to the Chief Risk Officer.

XIX. ADMINISTRATION OF CODE OF ETHICS

This Code of Ethics shall be administered and monitored by the Executive Management Team. Any questions and further information on this Code of Ethics should be directed to the any of them.

All managers and direct supervisors are responsible for reviewing this Code of Ethics with their subordinates each time a new edition of the Code of Ethics is published.

It is also the responsibility of the Executive Management Team to annually reaffirm compliance with this Code of Ethics by all officers and employees, and to obtain a signed certificate that each officer and employee has read, understands and will comply with this Code of Ethics. The provisions of the Code of Ethics will be included in TriState Holdings Employee Handbook. The Employee Handbook will be issued to all new officers and employees at the time of employment and is also available on TriState Holdings' internal intranet site. Officers and employees will be required to sign a receipt form for the Employee Handbook indicating that they have read this Code of Ethics and will comply with its provisions.

Officers and employees of TriState Holdings are expected to follow this Code of Ethics at all times. Officers and employees of TriState Holdings may not do indirectly what he or she is prohibited from doing directly. Known or suspected violations of this Code of Ethics will be investigated and may result in disciplinary action up to and including immediate termination of employment.

XX. 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 Directors 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 Executive Management Team with the advice of TriState Holdings' legal counsel, if considered necessary. However, waivers for executive officers must be determined solely by the Board of Directors.

ACKNOWLEDGEMENT AND CERTIFICATION

This will acknowledge receipt of the Code of Business Conduct and Ethics for Officers and Employees 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: _____