

# TRISTATE CAPITAL HOLDINGS, INC.

## Compensation Committee of the Board of Directors

### Charter

The following shall constitute the Compensation 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 Compensation Committee (the “*Committee*”).

#### II. COMPOSITION AND SELECTION

The Committee shall be comprised of three or more independent directors currently serving on the Board of TriState Holdings. 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 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. Unless a Chairman of the Committee shall be elected by the Board, the Committee shall designate a chairman by majority vote of the Committee. The Chairman shall be responsible for leadership of the Committee, including presiding over meetings and making regular reports to the Board.

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. 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.

#### III. PURPOSE

The Committee is appointed by the Board to provide oversight and an independent forum for discussing the appropriateness of, and approving, TriState Holdings’ executive compensation

structure, benefit plans and key human resource plans. In discharging its role, the Committee shall have the power to retain outside legal counsel, compensation consultants, or other experts.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

##### **The Committee shall:**

1. Develop and periodically review TriState Holdings' overall compensation philosophy and strategy, including: (a) establishing appropriate levels of compensation; and (b) determining the mix between fixed and incentive compensation and short-term versus long-term incentive compensation;

2. Annually review and recommend to the Board corporate goals and objectives and performance targets relevant to the Chief Executive Officer's ("CEO") compensation, evaluate the CEO's performance in light of these goals and objectives, and recommend to the Board the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider relevant factors that may include TriState Holdings' performance and relative shareholder return, the award practices of the relevant peer group of competitive financial institutions, the value of similar awards to chief executive officers of comparable companies, the awards given to the CEO of TriState Holdings in past years and such other factors and circumstances that the Committee believes are necessary or appropriate;

3. Annually review and determine base salary, incentive compensation, and long-term compensation for executive officers, other members of senior management, and certain highly-compensated employees. In determining long-term incentive compensation, the Committee shall consider, among other things, TriState Holdings' performance, the individual's performance, the value of similar incentive awards to individuals at these positions at peer companies, and the awards given in past years;

4. Annually review non-employee director compensation, and approve compensation arrangements for non-employee members of the Board;

5. Meet no less than twice a year with senior risk officers of TriState Holdings to discuss, evaluate, and review the goals and objectives of: (a) the compensation plans for senior executive officers, in order to ensure that such plans do not encourage unnecessary and excessive risk taking; (b) all employee compensation plans throughout TriState Holdings in light of the risks posed to TriState Holdings by such plans; and (c) all employee compensation plans and benefit plans, to ensure that the plans do not encourage officers or employees to take excessive risks and are otherwise compliant with the Applicable Requirements;

6. Review all equity-compensation plans to be submitted for shareholder approval under the NASDAQ listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement;

7. Oversee TriState Holdings' succession planning process, including succession planning with respect to the CEO;

8. In consultation with the CEO and/or other appropriate TriState Holdings management committees, review the talent development process within TriState Holdings to: (a) ensure that it is effectively managed; (b) ensure that there is a sufficient pool of qualified internal candidates to fill senior and leadership positions; and (c) identify opportunities, performance gaps, and next steps as part of TriState Holdings' executive succession planning and development process;

9. Review and approve executive employment agreements and severance arrangements and provisions when, and if, appropriate;

10. Review perquisites, travel and entertainment expenses, or other personal benefits of TriState Holdings' senior executive officers and directors and recommend any changes to the Board;

11. Review and discuss with management TriState Holdings' Compensation Discussion and Analysis ("CD&A"), and based on that review and discussion, recommend to the Board whether to include the CD&A in TriState Holdings' annual proxy statement or annual report on Form 10-K;

12. Review TriState Holdings' procedures and controls for the preparation of the CD&A, and recommend any changes to the Board;

13. Prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in TriState Holdings' annual proxy statement or annual report on Form 10-K;

14. Administer, and annually review, all TriState Holdings' compensation and benefit related plans, verifying compliance with the Applicable Requirements. Recommend any proposed changes to the Board;

15. Annually review the Committee's charter, verifying compliance with the Applicable Requirements. Recommend any proposed changes to the Board; and

16. Perform any other duties or responsibilities expressly delegated to the Committee by the Board.

## **V. MEETINGS AND PROCEDURES**

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board, but no less frequently than twice during each fiscal year. The Chairman or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all Committee members. The Committee, in its discretion, may ask any officer or employee of TriState Holdings or TriState Holdings' outside counsel or

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independent auditor or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary or to meet with any members of, or consultants to, the Committee. Notwithstanding the foregoing, neither the CEO nor any other member of TriState Holdings' management may be present during voting nor deliberations concerning his or her compensation and the Committee may exclude from its meetings any persons it deems appropriate. The Committee shall maintain minutes of its meetings and records relating to those meetings.

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 a member of the Committee.

The Committee may meet in executive session without members of management in attendance. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

Committee members shall be entitled to rely in good faith upon TriState Holdings' records and upon information, opinions, reports or statements prepared or presented by any of TriState Holdings' officers or employees, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of TriState Holdings. Each member of the Committee may also rely in good faith upon actions taken by another committee of the Board.

Except as set forth in this Charter or the Bylaws, the Committee will establish its own procedures for the conduct of Committee business.

Following each meeting, the Committee shall report to the Board at the next regularly scheduled meeting of such Board, or sooner, as circumstances may dictate.

## **VI. DELEGATION OF AUTHORITY**

The Committee may form subcommittees of one or more members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by the Applicable Requirements to be exercised by the Committee as a whole.

The Committee may delegate authority to the CEO and/or director of Human Resources to administer TriState Holdings' compensation and employee benefits plans to the extent permissible under such plans and the Applicable Requirements.

## **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 the same 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. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities with full access to all TriState Holdings' books, records, facilities and personnel. The Committee may retain, at TriState Holdings' expense, TriState Holdings' regular legal counsel or independent counsel, or other consultants or advisers, in each case, as the Committee deems necessary or advisable, including compensation consultants to advise the Committee with respect to amounts or forms of executive and director compensation. Prior to utilizing an advisor or consultant, the Committee shall verify that the advisor or consultant satisfies the independence requirements of the SEC, NASDAQ and any other Applicable Requirements.

The Committee shall have the sole authority to retain or terminate any compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by TriState Holdings. To ensure the independence of any compensation consultant retained by the Committee, the Committee may pre-approve all services performed by such consultant for TriState Holdings in connection with the foregoing.

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.

## **X. COMPENSATION**

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

## **XI. 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.