

**TRISTATE CAPITAL HOLDINGS, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**Adopted October 19, 2010**  
**Amended November 22, 2011**  
**Amended April 23, 2013**

The Board of Directors (the “**Board**”) of TriState Capital Holdings, Inc. (“**TriState Holdings**”) has adopted the following corporate governance guidelines for TriState Holdings. These guidelines reflect the Board’s commitment to oversee the effectiveness of policy, decision-making and risk management both at the Board level and at the management level of TriState Holdings, with the intent of enhancing long-term shareholder value. The Board believes these guidelines should be an evolving set of corporate governance principles, subject to review and modification as circumstances dictate.

These guidelines are intended to serve as a flexible framework within which the Board may conduct its business, not as a set of legally binding obligations. They should be interpreted in the context of applicable laws and regulations, and the Articles of Incorporation and Bylaws (as the same may be amended or amended and restated from time to time).

The Board is elected by the shareholders and oversees the management and business of TriState Holdings. The Board selects the Chief Executive Officer (“**CEO**”) and consults with the CEO on the selection of senior management. This management team is directly responsible for operating TriState Holdings’ business, subject to the oversight of the Board.

The primary responsibilities of the Board include:

- Monitoring business and affairs to ensure that such business and affairs align with the best interests of the shareholders;
- Reviewing, approving and overseeing the implementation by management of strategic and operating plans and objectives;
- Evaluating the performance of the CEO and senior management, and approving the compensation of such personnel;
- Overseeing the integrity of management’s preparation of financial statements, reporting processes and procedures;
- Overseeing ethical and legal compliance;

- Nominating directors, appointing committees of the Board and overseeing the corporate governance processes;
- Overseeing processes for identifying, assessing and managing risks;
- Understanding, monitoring and assessing existing and emerging legal, regulatory, economic and other risks and issues impacting the business and prospects of TriState Holdings;
- Advising and counseling management regarding significant issues facing TriState Holdings;
- Overseeing the development and implementation of appropriate training programs for directors and senior management; and
- Reviewing and approving significant corporate actions.

## 1. Board Composition

The Bylaws provide that the Board shall have between 5 and 14 directors. This range permits the Board to maintain adequate diversity and expertise of director experience without diminishing effective discussion or the accountability of individual directors.

To maintain accountability to shareholders, the majority of the directors serving on the Board shall be independent directors. For purposes of these guidelines, an “independent director” shall be a director who is not an employee of TriState Holdings or any affiliate of TriState Holdings and that is determined by the Board, with the assistance of the Nominating and Corporate Governance Committee (the “*Governance Committee*”) to be qualified to serve on the Board 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*”).

## 2. Board Membership Criteria and Procedures

TriState Holdings has a “staggered” Board, in that approximately one-quarter of its directors are elected each year at the Annual Meeting of Shareholders. Once elected, directors serve a four-year term. The Board, in advance of each Annual Meeting of Shareholders, will identify and nominate for election as directors individuals that the Board determines to meet its high standards for membership on the Board. Among factors considered in the nominating process are a potential director’s business acumen and experience, standing in the community, and skills that may benefit TriState Holdings. Additional factors which the Governance Committee may consider include a candidate’s

relevant industry background and knowledge, time availability in light of other commitments, age, potential conflicts of interest, material relationships with TriState Holdings and independence from management and TriState Holdings. The Governance Committee also may seek to have the Board represent a diversity of backgrounds, experience and personal characteristics. Nominations from shareholders are also accepted in accordance with the Bylaws. The Board may also fill, by majority vote, any vacancy on the Board occurring other than at the Annual Meeting of Shareholders. Any director appointed by the Board to fill a vacancy serves the remainder of the term associated with the vacant Board seat.

### **3. Board Member Commitment**

TriState Holdings recognizes that its Board members benefit from service on the boards of other companies. While such service is encouraged, each director must have sufficient time to dedicate to his or her service on the Board. To that end, any director who desires to accept appointment to the board of directors of any public company shall notify the Governance Committee of such director's proposed appointment to such board of directors prior to acceptance of such appointment. The Governance Committee will, on behalf of the Board, review the proposed appointment and determine whether such appointment would be contrary to the best interests of TriState Holdings.

Any member of executive management or any of its affiliates that wishes to join the board of directors of any organization that would represent a material commitment of such executive's time, shall obtain the prior approval of the Governance Committee prior to joining such board of directors.

Directors may also be subject to restrictions on their ability to serve simultaneously as a director of TriState Holdings and as a director or management official of (a) another depository institution holding company or depository institution pursuant the Depository Institution Management Interlocks Act, and/or (b) any competitor as the Board may, from time to time, determine.

Except as otherwise approved by the Board, no director may serve as a member of the Audit Committee if such director serves on the audit committee of more than two other public companies. No director may serve on more than four (4) public company boards.

### **4. Director Responsibilities**

The basic responsibility of each director is to exercise his or her business judgment to act in a manner that he or she reasonably believes to be in the best interests of TriState Holdings and its shareholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of their fellow directors, senior management, outside advisors and auditors, and such other persons, information and documents as may be consistent with applicable law.

Directors shall also be entitled to have TriState Holdings or its affiliates purchase Directors' and Officers' Liability Insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law, the Articles of Incorporation and Bylaws (as the same may be amended or amended and restated from time to time), and any indemnification agreements, and to exculpation as provided by state law and the Articles of Incorporation and Bylaws (as the same may be amended or amended and restated from time to time). Both the Governance Committee and the Risk Committee shall on an annual basis review and evaluate the scope, terms and adequacy of Directors' and Officers' Liability Insurance.

Directors are expected to attend board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The Board expects that information distributed in writing to directors before meetings should be reviewed in advance of the meeting.

The Board believes that management speaks and acts for TriState Holdings. Individual Board members are not authorized to make statements, take actions, or make commitments on behalf of TriState Holdings, including but not limited to formal or informal inquiries or discussions with outside parties concerning the business of TriState Holdings.

## **5. Selection of the Chairman of the Board and New Directors**

The Board shall be free to choose its Chairman of the Board in any way that it deems best for TriState Holdings and its shareholders at any given point in time.

The Board shall be responsible for nominating individuals for election to the Board by the shareholders and for filling vacancies on the Board that may occur between annual meetings of shareholders. The Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Governance Committee also shall consider advice and recommendations from others as it deems appropriate.

The Governance Committee will consider candidates recommended by shareholders. In considering candidates submitted by shareholders, the Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate.

## **6. Executive Sessions**

The non-employee directors will hold an executive session without management present at each in-person meeting of the Board. The Lead Independent Director shall preside at such executive sessions.

## **7. Lead Independent Director**

When the position of Chairman of the Board is not held by an independent director, the independent directors shall appoint an independent director to serve as the Lead Independent Director (the “Lead Independent Director”). The Lead Independent Director coordinates the activities of the other non-employee directors. The Lead Independent Director’s responsibilities include presiding at executive sessions of the Board, and other responsibilities that may be assigned by the non-employee directors.

## **8. Board Meetings**

The Board meets no less frequently than once each calendar quarter. Additional meetings may be called, in accordance with the Bylaws, by the Chairman and CEO. The Chairman will establish an agenda for each meeting of the Board. Each director is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for such meeting.

## **9. Board Committees**

The Board currently has four standing committees: the Audit Committee, the Compensation Committee, the Governance Committee, and the Risk Committee.

Each Committee conducts its business pursuant to a Charter approved by the Board of Directors. Subject to the requirements of the Bylaws and the governing committee Charter, each committee Chairman determines the frequency and length of committee meetings consistent with the needs of TriState Holdings. The Chairman of each committee, in consultation with management, develops an agenda for each committee meeting. The Chairman of the Board has a standing invitation to attend, as a non-voting ex-officio member, all meetings of committees upon which the Chairman of the Board does not serve. The Board shall establish any additional standing committees that may be required under the Applicable Requirements.

Each of the Audit Committee, the Governance Committee, the Risk Committee and the Compensation Committee shall be composed entirely of independent directors satisfying the Applicable Requirements necessary for an assignment to any such committee. All other standing Board committees shall be chaired by independent directors.

The Governance Committee shall be responsible for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Governance Committee’s recommendations, the Board shall be responsible for appointing the chairman and members to the committees on an annual basis.

The Governance Committee shall annually review the committee assignments and shall consider the rotation of the chairman and members with a view toward balancing

the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

#### **10. Director Access to Management and Outside Advisors**

Effective corporate directors are diligent monitors, but not managers, of business operations. Directors should have access to management, as needed, to fulfill their oversight responsibilities. Any meetings outside of regularly scheduled meetings that a director wishes to initiate with management, or which management initiates with directors, are best coordinated through the Chairman and CEO (exclusive of the Audit Committee's fulfillment of its duties under the Audit Committee Charter, and except for meetings held for the purpose of business development).

The Board and each committee of the Board has the authority to retain such outside advisors or other experts as it deems necessary or appropriate to assist it in carrying out its responsibilities.

#### **11. Director Compensation**

The form, amount and terms of director and committee member compensation will be determined by the Compensation Committee in accordance with the policies and principles set forth in its Charter and applicable regulatory requirements. A director who is also an officer shall not receive additional compensation for service as a director.

#### **12. Director Orientation and Continuing Education**

All new directors must participate in an orientation program within two months of being elected or appointed to the Board. Such orientation program is administered by the Governance Committee, and shall include presentations by senior management to familiarize new directors with strategic plans; significant financial, accounting and risk management issues; compliance programs; principal officers; and outside advisors and auditors.

The Governance Committee also monitors director continuing education to confirm that directors receive appropriate training on issues effecting TriState Holdings.

#### **13. Communication with the Board of Directors**

Shareholders may communicate with the Board or individual directors by submitting their written correspondence to the Secretary and General Counsel. The Secretary and General Counsel may facilitate such direct communications with the Board or individual directors by reviewing, sorting and summarizing such communications. All such communications will be referred to the Board or individual directors for consideration unless otherwise instructed by the Board.

The Board believes that under ordinary circumstances management should speak for TriState Holdings. It is suggested that each director refer all inquiries from institutional investors, analysts, the press, customers or clients to the CEO or his designee.

The proceedings and deliberations of the Board and its committees shall be confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

#### **14. Executive Officer Evaluation**

The evaluation of executive management is a primary oversight responsibility of the Compensation Committee of the Board. The Compensation Committee will evaluate the CEO and determine the compensation of the CEO, senior executive officers and other members of senior management and certain highly compensated individuals. The Compensation Committee shall make a report to the full Board in order for the Board to conduct an annual assessment of the CEO following the end of each fiscal year. The Board may consider such factors as it deems appropriate, including financial performance, accomplishment of long-term strategic objectives and the development of the CEO. Executive management shall not be present during these assessments.

In consultation with the CEO and based in part upon recommendations made by the CEO, if any, and based in part upon the report of the Compensation Committee, the Board will conduct an annual assessment of the senior executive officers following the end of each fiscal year. Senior executive officers shall be those officers as defined in the applicable laws and regulations administered by the United States Department of the Treasury. The Board may consider such factors as it deems appropriate, including financial performance, accomplishment of long-term strategic objectives and the development of the senior executive officers. The senior executive officers shall not be present during these assessments.

On an annual basis, the Board shall review a management succession plan, developed by the Compensation Committee, which plan shall include emergency CEO succession, CEO succession in the ordinary course of business and succession for other members of senior management. The plan shall include an assessment of senior manager experience, performance, skills and planned career paths.

#### **15. Review of These Guidelines**

The Governance Committee is responsible for overseeing these guidelines. The Governance Committee reviews these guidelines as appropriate and recommends changes to the Board.

## **16. Self-Evaluation by the Board**

The Governance Committee will oversee an annual assessment by the Board of the Board's performance.

## **17. Disclosure**

These Guidelines, the Certificate of Incorporation and By-laws (as amended or amended and restated from time to time), each Board committee charter, the Code of Business Conduct and Ethics for Officers and Employees, Directors Code of Business Conduct and Ethics, Code of Ethics for Principal Executive and Senior Financial Officers, Communications/Disclosure Policy, Insider Trading/Blackout Period Policy and Whistleblower Policy will be posted on TriState Holdings' website and also will be available in print to any shareholder requesting it.

## **18. General concerns, Inquiries, Complaints or Communications**

Any shareholder or other interested party who has a concern, inquiry or complaint, regarding the conduct of TriState Holdings (other than in respect to accounting concerns, inquiries or complaints) may communicate directly with either the Lead Independent Director or independent directors. The chair of the Governance Committee will receive all communications on behalf of the independent directors. Any communications should be submitted in writing to the chair of the Governance Committee in care of the Secretary of TriState Holdings at the address set forth on TriState Holdings' website, or should be submitted via e-mail to [jbauerle@tscbank.com](mailto:jbauerle@tscbank.com). If desired, communications may be submitted on an anonymous basis. All communications will be received and processed by the Secretary and all substantive communications will be referred to the chair of the Governance Committee. All substantive communications will be reviewed and, if necessary, investigated and addressed by the chair of the Governance Committee and the status of those communications will be reported to the independent directors or the Board on a quarterly basis. The Secretary will assist with the tracking of all concerns and inquiries. Additionally, the chair of the Governance Committee may direct special treatment, including the retention of outside advisors or counsel, for any concern, inquiry or complaint.

## **19. Accounting concerns, Inquiries, Complaints or Communications**

Any shareholder or other interested party who has a concern, inquiry or complaint, regarding accounting, internal accounting controls or auditing matters, may communicate directly to the Audit Committee. The chair of the Audit Committee will receive all communications on behalf of the Audit Committee. Any communications should be submitted in writing to the chair of the Audit Committee in care of the Secretary of TriState Holdings at the address set forth on TriState Holdings' website, or should be submitted via e-mail to [jbauerle@tscbank.com](mailto:jbauerle@tscbank.com). If desired, communications may be submitted on an anonymous basis. All communications will be received and

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Adopted by the Board of Directors 4/23/13



processed by the Secretary and all substantive communications will be referred to the chair of the Audit Committee. All substantive communications will be reviewed, investigated and addressed in the ordinary course by the Audit Committee. The status of all concerns and complaints will be reported to the Audit Committee on a quarterly basis, or more frequently as determined by the Audit Committee. The Secretary will assist with the tracking of all concerns and complaints. The Audit Committee may direct that certain matters be presented to the Board and may direct special treatment, including the retention of outside advisors or counsel, for any concern, inquiry or complaint.