

TRISTATE CAPITAL HOLDINGS, INC.

Nominating and Corporate Governance Committee of the Board of Directors

Charter

The following shall constitute the Nominating and Corporate Governance 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 Boards of Directors (the “*Board*”) of TriState Holdings to be known as the Nominating and Corporate Governance 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, 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 assist the Board in fulfilling its general oversight obligations to TriState Holdings by: (i) identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual

meetings of shareholders or for filling vacancies arising on the Board; (ii) overseeing the corporate governance of TriState Holdings, including recommending to the Board Corporate Governance Guidelines; (iii) recommending to the Board director nominees for each standing committee of such Board; (iv) advising the Board with respect to Board composition, procedures and committees; and (v) overseeing the evaluation of the Board.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall:

1. Annually review the composition and size of the Board, the Standing Committees of the Board, considering Articles of Incorporation, Bylaws and Corporate Governance Guidelines of TriState Holdings, and recommend changes as appropriate;

2. Considering the needs of the Board, develop and update as appropriate, qualification criteria for directors and nominees, considering: experience, skills, diversity, time availability and other relevant factors;

3. Evaluate the independence of directors and nominees, utilizing the independence criteria of the NASDAQ and other applicable regulators. Guarantee minimum independence compliance with the rules of the NASDAQ and other applicable regulators;

4. As required, identify and recommend to the Board individuals qualified to become Board members, including the submission of shareholder nominees consistent with the Bylaws of TriState Holdings, or the requirements of the NASDAQ or other applicable regulators. They shall also recommend the class of Directors in which the nominee shall serve;

5. Recommend to the Board director nominees for election at the annual meeting of TriState Holdings;

6. As required, recommend to the Board nominees for each standing committee, and chairpersons of the committees;

7. Review annually the classification of directors and committee assignments, considering any policies related to tenure or rotation, and make recommendations, as appropriate, to the Board;

8. Review, and make recommendations to the Board, on suitability for continued service, when a director has a material change in status, duties or responsibilities. Such directors have the responsibility to notify the Chairman of the Committee of their change in status;

9. As necessary or desirable, recommend to the Board the creation of special committees in order to address legal or ethical matters that may arise;

10. Annually review the Codes of Business Conduct and Ethics for Directors, Officers and Employees, and make recommendations to the Board for changes, as appropriate;

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11. Annually review the Corporate Governance Guidelines, and recommend changes as appropriate;
12. Annually review the TriState Holdings' stock transaction related policies required by the NASDAQ and other applicable regulators, including the Insider Trading, Disclosure and Blackout Period Policies;
13. Annually review directors' compliance with the TriState Holdings' Governance Guidelines and Code of Business Conduct;
14. Annually review standing committee charters for compliance with Tristate Holdings' Corporate Governance Guidelines, and the requirements of the NASDAQ and other applicable regulators;
15. Recommend to the Board a performance evaluation process to be used for evaluation of the Board and standing committees of the Board;
16. Review and approve any material "related party transaction" not reviewed and approved by the full Board which may require approval pursuant to the then-current policies of TriState Holdings (including all transactions required to be disclosed by Item 404(a) of Regulation S-K), to determine whether such transactions are on terms comparable with those that could be obtained in arm's length dealings with an unrelated third-party;
17. Review requests by directors proposing to join the boards of other publicly held companies. No director of TriState Holdings may serve on more than four (4) boards or three (3) audit committees of publicly held companies;
18. Annually review the Directors' and Officers' Liability Insurance Coverage, recommending any proposed changes to the Risk Committee of the Board for consideration and approval;
19. Recommend to the Board a process for electing a Lead Independent Director (when an independent non-executive chairman of the Board does not exist), and associated responsibilities that will include chairing executive sessions at each in-person Board meeting;
20. Annually review director training for compliance with TriState Holdings' Corporate Governance Guidelines, and applicable regulators, and make recommendations for changes as appropriate;
21. Review and approve the annual Directors and Officers Questionnaire form;
22. Review and approve the annual shareholders meeting logistics; including record date, date and location of the meeting and proxy report distribution process;

23. Review and approve recommendation to the Board for its approval of the annual meeting Proxy Report, considering completeness and compliance with all SEC requirements;

24. Review and approve the TriState Holdings Annual Report to Shareholders; and

25. 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 shall have the sole authority, in connection with the performance of its duties concerning identifying director candidates, to engage a search firm identified by the Committee, and shall have sole authority to approve the search firm's fees and other terms of engagement. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. TriState Holdings shall pay the fees and expenses of such firms and advisors.

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 Chairperson or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all Committee members.

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.

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.

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.

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. 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.

VII. 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.

VIII. 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 of TriState Holdings' books, records, facilities and personnel. The Committee may retain, at TriState Holdings' expense, TriState Holding's regular legal counsel or independent counsel, or other consultants or advisers, in each case, as the Committee deems necessary or advisable.

The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by TriState Holdings.

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.

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.