

TRISTATE CAPITAL HOLDINGS, INC.

Risk Committee of the Board of Directors

Charter

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

II. COMPOSITION AND SELECTION

The Committee shall be comprised of three or more directors currently serving on the Board of TriState Holdings. A majority of the members of the Committee shall be independent directors. 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 scheduling and presiding over meetings, preparing agendas, 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 Board and management of TriState Holdings have established a corporate risk governance process to manage the major risks that are inherent to TriState Holdings, oversee the

framework for ensuring capital adequacy, and provide reasonable assurance that TriState Holdings' key objectives will be achieved.

TriState Holdings measures and manages enterprise risk along the following primary dimensions: strategic risk, credit risk, market risk, liquidity risk, operational risk, compliance and legal risk and reputational risk. The Chief Risk Officer manages these risks on a consolidated basis under TriState Holdings' enterprise risk management framework.

The Committee is appointed by the Board to assist the Board in fulfilling its general oversight obligations to TriState Holdings by overseeing and reviewing information regarding TriState Holdings' enterprise risk management framework, including the significant policies, procedures and plans employed by TriState Holdings' management and employees to manage strategic risk, credit risk, market risk, liquidity risk, operational risk, compliance and legal risk and reputational risk. The Committee is to serve as the primary point of contact between the Board and TriState Holdings' management-level committees dealing with risk management. The Committee is intended to enhance the Board's oversight and understanding of enterprise risk management activities and effectiveness.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall:

1. At least annually, review the charters of any committee established by TriState Holdings related to the management of risk;
2. Review and approve TriState Holdings' significant risk management policies and recommend the development and implementation of any additional policies relating to risk management;
3. Recommend revisions to the existing or proposed risk identification, assessment and mitigation strategies, as well as recommend the development and implementation of any additional enterprise risk identification, assessment and mitigation strategies;
4. Review with the Chief Risk Officer and, if requested by the Committee, TriState Holdings management, the policies and framework developed by TriState Holdings management to govern the process for identifying, assessing and managing major enterprise risk, including quantitative limits and ranges established by TriState Capital management such as risk exposure, trading and investment limits and variance tolerances. The Committee can recommend revisions to the existing or proposed policies and framework as well as recommend the development and implementation of any additional policies and framework;
5. Review senior management's annual review of the performance of the Chief Risk Officer;

6. Consider and assess the impact of TriState Holdings' risk profile and risk appetite on TriState Holdings' strategic, capital compliance and operating plans, in place and as proposed as presented by TriState Holdings' management for major enterprise risks;

7. Receive information from TriState Holdings' legal counsel regarding matters related to legal risk;

8. Review and monitor TriState Holdings' policies and major plans for regulatory compliance. The Committee may recommend revisions to the existing or proposed policies and major plans, as well as recommend the development and implementation of any additional regulatory compliance policies or plans;

9. Appoint or replace the third-party entity providing internal audit services for non-financial internal audit categories. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any third-party entity providing internal audit services employed by TriState Holdings (including resolution of disagreements between management and the third-party entity provider regarding non-financial internal audit matters) for the purpose of preparing or issuing any non-financial internal audit report or related work, and each such third party provider shall report directly to the Committee with respect to the non-financial category audit services;

10. Advise the Board of financial industry conferences, internal and external training seminars, subscriptions to industry magazines and newsletters and other educational opportunities related to risk;

11. Annually review and reassess the scope, terms and adequacy of the Directors' and Officers' Liability Insurance Policy of TriState Capital, including review of recommendations made by the Nominating and Corporate Governance Committee, and recommend proposed changes, if any, to the Policy and coverage to the Board for approval and consideration; and

12. Perform such other functions that may be within the primary scope of the Committee's functions identified above as the Board of TriState Holdings may request.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of TriState Holdings, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards and each member of the Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside TriState Holdings from which it receives information and (b) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

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.

The Committee shall receive regular reports from management, including TriState Holdings Chief Risk Officer. The Committee shall have direct access to TriState Holdings management, including the Chief Executive Officer, Vice Chairman, President, Chief Financial Officer, Chief Risk Officer, legal counsel, and compliance officers, as it requests and shall be provided by TriState Holdings with any information it requests relating to its responsibilities.

The Board recognizes that, with respect to the responsibilities of the Audit Committee of the Board concerning enterprise risk assessment and risk management, information and reports reviewed by this Committee may be of interest to the Audit Committee and should be provided by the Risk Committee to the Audit Committee as appropriate.

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.

A majority of Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting.

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.

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

The Committee shall report to the Board as soon as practicable after a regularly scheduled meeting of the Committee, or sooner, as circumstances may dictate.

VI. INTERACTION WITH AUDIT COMMITTEE

The Board expressly recognizes that certain activities of the Committee may relate to and affect actions of the Board's Audit Committee. Accordingly, the Committee shall adhere to the following additional procedures:

1. The Chair shall discuss with the chair of the Audit Committee matters related to the business of the committees from time to time as either committee chair or committee shall determine to be necessary or appropriate.

2. In the event that the chair of the Audit Committee shall not be a sitting member of the Committee, the Committee shall invite the chair of the Audit Committee to meetings of the Committee as a non-voting attendee. However, the Committee may, in its discretion, exclude the chair of the Audit Committee from any executive session of the Committee in which Committee members meet privately, without management or other third parties, to conduct Committee business.

3. In the event that the chair of the Audit Committee shall not be a sitting member of the Committee, the secretary of the Committee shall provide to the chair of the Audit Committee a courtesy copy of any materials distributed to the members of the Committee.

VII. 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, including the authority to grant pre-approvals of non-financial audit services; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, rule, regulation or listing standard to be exercised by the Committee as a whole.

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.

X. COMPENSATION

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

XI. 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 (each as they may be amended or amended and restated from time to time), the provisions of the Articles of Incorporation and Bylaws shall control.

XII. 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.