	TriState Capital Holdings, Inc. Related Party Transactions Policy	
Date Revised: 1/12/2012	Subject: Related Party Transactions	
Approved by: Board of Directors		Pages: 1-5

PERTAINS ONLY TO TriState Capital Holdings, Inc. ("**TriState Capital**" or the "**Company**"), and all of its affiliates and direct and indirect subsidiaries.

RELATED POLICIES AND PROCEDURES Vendor Management Policy
Vendor Management Procedures

STATEMENT OF POLICY The Board of Directors (the "**Board**") of TriState Capital has adopted the following policy with regard to Related Party Transactions, as defined below.


TriState Capital recognizes that related party transactions present a heightened risk, or the perception of a heightened risk, of conflicts of interest. TriState Capital's Code of Ethical and Legal Compliance ("**Code of Ethics**"), which applies to all officers and employees, provides that all conflicts of interest should be avoided. In addition, under Section 1416 of the Pennsylvania Banking Code of 1965, certain transactions between TriState Capital and directors, officers and employees must be approved by the Board or a duly authorized committee of the Board. TriState Capital has adopted this policy pursuant to which all Related Party Transactions will be reviewed by TriState Capital's Nominating and Corporate Governance Committee (the "**Committee**"), in accordance with the procedures set forth in this Policy.

DEFINITIONS A "**Related Party Transaction**" is a transaction between TriState Capital and any Related Party where the aggregate amount involved will or may be expected to exceed \$10,000 in any calendar year, TriState Capital or any affiliate or direct or indirect subsidiary of TriState Capital is a party to the transaction and a Related Party has a direct or indirect material interest in the transaction.

"**Related Party**" means any of the following:

- 1) An executive officer;
- 2) A director;
- 3) A stockholder that beneficially owns more than 5% of the common stock of TriState Capital; and
- 4) A person who is an immediate family member of an executive officer, director or beneficial owner.

"**Immediate family member**" includes a spouse, child, step-child, parent, step-parent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law of such executive officer, director or beneficial owner, and any such person (other than a tenant or employee)

	TriState Capital Holdings, Inc. Related Party Transactions Policy	
Date Revised: 1/12/2012	Subject: Related Party Transactions	
Approved by: Board of Directors		Pages: 1-5

sharing the household of such executive officer, director or beneficial owner.


IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

Related Party Transactions will be brought to management’s and the Board’s attention in a number of ways. Each Related Party will inform the Chief Risk Officer of any potential Related Party Transaction of which they have knowledge. In addition, each executive officer and director will complete a questionnaire on an annual basis designed to elicit information about any potential Related Party Transactions. Any potential Related Party Transaction brought to the Chief Risk Officer’s attention will be analyzed to determine whether the transaction or relationship does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

The Board has determined that the Committee is best suited to review and recommend for Board approval Related Party Transactions. Accordingly, the Chief Risk Officer shall review the material facts of all Related Party Transactions identified in accordance with this Policy. Except in cases of Pre-Approved Related Party Transactions described below, he or she shall take one of the following actions upon completing his or her review:

- Determine that the transaction does not meet the definition of Related Party Transaction stated above and that accordingly the transaction does not require approval other than any approvals that are required in the ordinary course of business of TriState Capital;
- Determine that the transaction does meet the definition of Related Party Transaction and so advise the relevant officer(s) of the Company and the Related Party in question, in which case the Chief Risk Officer may
 - Express his or her approval of the Related Party Transaction, such approval being subject to review by the Committee;
 - Express his or her disapproval of the Related Party Transaction, such disapproval being subject to review by the Committee; or
 - Neither approve nor disapprove of the Related Party Transaction, instead submitting the Related Party Transaction without recommendation to the Committee for its consideration and action.

	TriState Capital Holdings, Inc. Related Party Transactions Policy	
Date Revised: 1/12/2012	Subject: Related Party Transactions	
Approved by: Board of Directors		Pages: 1-5

- In all cases, the Chief Risk Officer shall express his or her determinations in a writing delivered to the relevant officer(s) of the Company, the Related Party in question, and the Committee.


The Committee, at either regularly scheduled or specially called meetings, shall review and take action with respect to all Related Party Transactions, except for (i) transactions that the Chief Risk Officer determines do not meet the definition of Related Party Transactions and (ii) the Pre-Approved Related Party Transactions described below. If advance Committee recommendation for approval of a Related Party Transaction is not feasible, then the Committee shall review the Related Party Transaction at its next regularly scheduled meeting.

In determining whether to recommend approval of a Related Party Transaction, the Chief Risk Officer and the Committee will consider, among other factors, the following factors to the extent relevant to the Related Party Transaction:

- Whether the terms of the Related Party Transaction are fair to TriState Capital and on the same basis as would apply if the transaction did not involve a Related Party;
- Whether there are business reasons for TriState Capital to enter into the Related Party Transaction;
- Whether the Related Party Transaction would impair the independence of an outside director;
- Whether the Related Party Transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- Whether the Related Party Transaction would present an improper conflict of interest for any executive officer or director of TriState Capital, taking into account the size of the transaction, the overall financial position of the executive officer, director or Related Party, the direct or indirect nature of the executive officer's, director's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship; and
- Any other factors the Chief Risk Officer or the Committee, as the case may be, deems relevant.

PARTICIPATION OF INTERESTED COMMITTEE MEMBERS

Any member of the Committee who is a Related Party or who has an interest in the transaction under discussion, will abstain from voting on the recommendation of approval of the Related Party Transaction, but may, if so requested by the Chairman of the Committee, participate in

	TriState Capital Holdings, Inc. Related Party Transactions Policy	
Date Revised: 1/12/2012	Subject: Related Party Transactions	
Approved by: Board of Directors		Pages: 1-5

some or all of the Committee’s discussions of the Related Party Transaction. Upon completion of its review of the transaction, the Committee may determine to recommend approval of or the rejection of the Related Party Transaction.


EFFECT OF RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

A Related Party Transaction entered into without pre-approval of the Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is brought to the Committee as soon as practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this Policy. The Committee shall consider all of the relevant facts and circumstances of the Related Party Transaction, and shall evaluate all options available to TriState Capital, including approval, revision or termination of the Related Party Transaction.

PRE-APPROVED RELATED PARTY TRANSACTIONS

The Related Party Transactions described below shall be deemed to be pre-approved or ratified under the terms of this Policy.

1. *Employment of Executive Officers.* Any employment by TriState Capital of an executive officer and any compensation paid to an executive officer. Such transactions are properly reviewed and approved by the Compensation Committee pursuant to the guidelines in the Compensation Committee Charter.
2. *Director Compensation.* Any compensation paid to a director of TriState Capital for services as a director.
3. *Certain transactions with other companies.* Any transaction with another company at which a Related Party’s only relationship is as (i) an employee (other than executive officer), (ii) a beneficial owner of less than 10% of that company’s outstanding stock, or (iii) any other transaction with another company at which a Related Party is an executive officer, director or a beneficial owner of 10% or more of that company’s outstanding stock if the aggregate amount involved in any fiscal year does not exceed 2% of that company’s total annual revenues.
4. *Transactions where all shareholders receive proportional benefits.* Any transaction where the Related Party’s interest arises solely from the ownership of TriState Capital’s common stock and all holders of TriState Capital’s common stock received the same benefit on a pro rata basis (e.g. dividends, rights of offerings).
5. *Banking related services.* Any transaction with a Related Party involving the establishment or maintenance of banking

	TriState Capital Holdings, Inc. Related Party Transactions Policy	
Date Revised: 1/12/2012	Subject: Related Party Transactions	
Approved by: Board of Directors		Pages: 1-5

accounts or services, trading, investment management, custody or other accounts, lending relationships, deposit and other banking relationships, made in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable transactions with non-related parties.

6. *Certain charitable contributions.* Any charitable contribution, grant or endowment by TriState Capital to a charitable organization, foundation or university where the Related Party is an employee or director, if the aggregate amount does not exceed 2% of the charitable organization's total annual receipts.
7. *Transactions involving competitive bids.* Any transaction involving a Related Party when the rates or charges involved are determined by competitive bids.
8. *Regulated Transactions.* Any transaction with a Related Party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
9. *Transactions with similar terms to all employees.* Any transaction with a Related Party made on the same or similar terms available to all TriState Capital employees.