

PRIVATEBANCORP, INC.

AUDIT COMMITTEE CHARTER

PURPOSE:

The Audit Committee is appointed by the Board to oversee the accounting and financial reporting processes of PrivateBancorp, Inc. (the “Company”) and the audits of the Company’s financial statements. The Audit Committee is appointed by the Board to assist the Board oversight of (1) the integrity of the financial statements of the Company, (2) the effectiveness of the Company’s internal control over financial reporting, (3) the independent auditor’s qualifications and independence, (4) the internal audit program and independent auditor, (5) the credit review program, and (6) the programs for ensuring compliance with legal and regulatory requirements.

So long as all members of the Audit Committee also serve on the Board of Directors of The PrivateBank and Trust Company, the Audit Committee of the Company Board shall also serve as the Audit Committee of the Bank Board.

COMMITTEE MEMBERSHIP:

The Audit Committee shall consist of no fewer than three independent members. The members of the Audit Committee shall meet the independence and experience requirements of The NASDAQ Stock Market, Inc. Marketplace Rules, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (the “Commission”). All members of the Audit Committee shall be able to read and understand fundamental financial statements. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company in the past three years. To the extent required by NASDAQ, at least one member of the Audit Committee shall be a “financial expert” as defined by the Commission. Audit Committee members shall not simultaneously serve on the Audit Committees of more than two other public companies. In accordance with the rules and regulations of the Commission and NASDAQ, members of the Audit Committee (including their immediate family members, as defined in such rules) may not (i) accept any consulting, advisory or other compensatory fees from the Company, except in his or her capacity as a member of the Board or any other committee of the Board or (ii) be an affiliate of the Company.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. Audit Committee members may be replaced by the Board.

MEETINGS:

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Audit Committee will keep minutes of its meetings in accordance with the bylaws of the Company. The Audit Committee shall periodically meet in executive session with management, the internal auditors and the independent auditor in separate executive sessions or arrange for its Chairman to meet with such persons in separate meetings. The Audit Committee and/or Chairman, as appropriate shall have such other direct and independent interaction with such persons from time to time, as the members of the Audit Committee and Chairman deem appropriate. The Audit Committee may request any officer or employee of the Company or the Company’s legal counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

COMMITTEE AUTHORITY AND RESPONSIBILITY:

The Audit Committee shall have the sole authority to appoint or replace the independent registered public accounting firm (the “independent auditor”) and shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting). The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall oversee the internal audit function of the Company. The member of management (the “Chief Audit Executive / Head of Internal Audit”) responsible for directing the Company’s internal audit function shall report directly to the Audit Committee.

The Audit Committee shall oversee the credit review function of the Company. The member of management (the “Head of Credit Review”) directly responsible for executing the Company’s credit review program shall report directly to the Audit Committee.

The Audit Committee shall pre-approve the fees and terms of all engagements for audit, review or attest services and any permitted non-audit services to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The engagement must either be approved in advance by the Audit Committee or be entered into pursuant to pre-approval policies and procedures established by the Audit Committee, which policies and procedures must be detailed as to the particular service. The Audit Committee shall not engage the independent auditor to perform non-audit services proscribed by law or regulation.

The Audit Committee may form a subcommittee consisting of one or more members when appropriate, with authority to grant pre-approvals of audit and permitted non-audit services, and the decisions of such subcommittee shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall be empowered to investigate any matter brought to its attention with full access to all books, records and personnel of the Company. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors without first seeking Board approval. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or to compensate any advisors employed by the Audit Committee.

The Audit Committee shall make regular reports to the Board. On an annual basis, the Audit Committee shall review and reassess the adequacy of this Charter in light of any changes in regulatory requirements or authoritative guidance, as well as assess the Audit Committee’s fulfillment of its responsibilities under this Charter, and recommend any proposed changes to the Board for approval. The Audit Committee shall annually assess the qualifications of each member of the Audit Committee and the effectiveness of the Audit Committee and present a report thereon to the Board.

The Audit Committee shall annually review and approve the Audit Committee Report to shareholders, relating to its recommendation to the Board of Directors that the Company’s audited financial statements be included in its Annual Report on Form 10-K, as well as other disclosures related to the Audit Committee’s duties required to be included in the Company’s annual proxy statement by the rules of the Commission.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor (i) the annual audited financial statements, including disclosures to be made in management’s discussion and analysis in the Company’s Form 10-K, and recommend to the members of the Board whether the audited financial statements should be included in the Company’s Form 10-K; and (ii) the quarterly unaudited financial statements, including disclosures to be made in the Company’s Form 10-Q, prior to its filing, including the results of the independent auditor’s review of the quarterly unaudited financial statements.
2. The reviews discussed above should include discussions with management, the independent internal auditor and the independent auditor regarding:
 - a. Significant and unusual transactions.

- b. Significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
 - c. The Company's methodology used in establishing the Allowance for Loan and Lease Losses (ALLL).
3. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
4. Review and discuss, at least quarterly, communications from the independent auditors as required by the Commission on:
 - a. Critical accounting policies and practices to be used.
 - b. Alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - c. Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
5. Review and approve with management the Company's earnings press releases prior to their issuance, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may generally discuss the types of information to be disclosed and the types of presentations to be made and risk of fraud.
6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
7. Discuss with management, the independent auditors and legal counsel, as appropriate, the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
8. Discuss with the independent auditor the matters required to be communicated (i) in accordance with Statement on Auditing Standards No. 114 relating to the independent auditor's responsibilities under standards of the Public Company Accounting Oversight Board (United States), the planned scope and timing of the audit, and significant findings from the audit and (ii) under Section 10A of the Exchange Act, pertaining to information, if any, detected during the course of the audit indicating that an illegal act has or may have occurred.
9. Discuss with management and the internal auditors, management's process for assessing the effectiveness of internal controls over financial reporting under Section 404 of the Sarbanes-Oxley Act, including any material weaknesses or significant deficiencies identified.
10. Review management's report on its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year and the independent auditor's report on the effectiveness of internal control over financial reporting.

11. Discuss with the independent auditors the characterization of deficiencies in internal control over financial reporting. Discuss with management its remediation plan to address internal control deficiencies.
12. Discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls by the Chief Executive Officer and the Chief Financial Officer.
13. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of disclosure controls and procedures and internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
14. Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

Oversight of the Company's Relationship with the Independent External Auditor

1. Review and evaluate the performance of the independent external auditor (the "independent auditor") and the lead partner of the independent auditor team. Retain the independent auditor annually.
2. Obtain and review a report from the independent auditor at least annually regarding (i) the independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor, (iii) any steps taken to deal with any such issues, and (iv) all relationships between the independent auditor and the Company. After reviewing this report, evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
3. Periodically review and discuss with the independent auditor and members of the independent auditor team all significant relationships they have or have had with the Company that could impair auditor independence and the scope of any non-audit services being performed for the Company by the independent auditor.
4. Ensure the rotation of the lead and concurring audit partners every five years and any audit partners (as defined by the Commission) every seven years as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
5. Establish policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company in compliance with all relevant rules and regulations.
6. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team and matters of audit quality and consistency.
7. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

Oversight of the Company's Internal Audit Function

1. Approve the appointment, compensation and replacement of the Chief Audit Executive and review the performance of the Chief Audit Executive.
2. Review the significant reports to management prepared by the internal audit department and management's responses.
3. At least quarterly, review a summary of open audit issues, including a status of those issues that are high-risk or otherwise relevant to the Audit Committee.
4. Discuss any difficulties encountered in the course of an internal audit, including any restrictions on the scope of work or access to required information.
5. Discuss with the internal auditors and the independent auditor, the internal audit department responsibilities.
6. Review and approve on an annual basis the Internal Audit Charter and annual audit plan.
7. At least quarterly, review and discuss with the internal auditors the progress against their annual audit plan, including budget and staffing, and any recommended changes in the planned scope of the internal audit plan. Review and approve any material changes to the internal audit plan.
8. At least annually, review the effectiveness of the internal audit function, taking into account adherence to applicable regulatory guidance relating to the internal audit function (including, without limitation, the Federal Reserve's Supplemental Policy Statement on the Internal Audit Function and Its Outsourcing) and with professional standards issued by the Institute of Internal Auditors.

Oversight of the Company's Credit Review Program

1. Review the appointment, performance and replacement of the Head of Credit Review.
2. Review the significant reports to management prepared by the credit review department, together with management's responses.
3. Review at least quarterly the progress of the credit review program against the annual credit review plan.
4. Discuss any difficulties encountered in the course of a credit review, including any restrictions on the scope of work or access to required information.
5. Discuss with the independent auditor and management the credit review program, including budget, staffing and other resources and any recommended changes in the planned scope of the credit review program.

Compliance Oversight Responsibilities

1. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

2. Obtain reports from management, the Company's independent internal auditor and/or senior internal auditing executives and the independent auditor, as deemed appropriate, that the Company and its subsidiary or affiliated entities are in conformity with applicable legal requirements and the Company's code of conduct. Review reports and disclosures of insider and affiliated party transactions.
3. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential and anonymous submission by employees of concerns regarding accounting, internal accounting controls or auditing matters (the whistle-blower program). All such procedures will at all times comply with all provisions of law, regulations or Company policy that prohibit discipline of or discrimination against employees who report what they reasonably believe to be violations of any law, rule or regulation applicable to the Company.
4. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports, which raise material issues regarding the Company's financial statements or accounting policies.
5. Discuss with legal counsel implications of legal matters that may have a material impact on the financial statements or the Company's compliance policies.
6. Review procedures adopted by management to assure that all related party transactions and potential conflicts of interest of any director or executive officer of the Company will be brought to the attention of the Audit Committee in advance. Review and approve or disapprove, in advance, any such related party transactions or potential conflicts of interest.
7. Review the significant reports to management prepared by the Compliance department together with management's responses.
8. At least quarterly, review and discuss with compliance personnel the progress against their annual Quality Assurance testing plan, and any recommended changes in the planned scope of the plan.

LIMITATION OF AUDIT COMMITTEE'S ROLE:

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Reviewed and Approved by the Board of Directors: April 24, 2015